

2018

CONSTITUTION

OF

THE SOUTH CANBERRA NETBALL

ASSOCIATION

INCORPORATED

July 2018

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THE SOUTH CANBERRA NETBALL ASSOCIATION INCORPORATED CONSTITUTION

PART 1 - PRELIMINARY

1.1 Definitions for Association Constitution:

(Note a definition applies except so far as the contrary intention appears as per Legislation Act,s 155)

- **Financial Year** *means* the year from 1 July to 30 June.
- **Member** *means* a member, as described in 2.1
- **The Association's office bearers** *means* elected representatives and are known as the Executive.
- **The Act** *means* the Associations Incorporation Act 1991.
- **The Association** *means* South Canberra Netball Association Incorporated.
- **The Regulation** *means* the Association Incorporation Regulation 1991

1.2 Application of Legislation ACT 2001

The Legislation Act applies to these Rules in the same way that it would if they were an instrument made under the Act.

1.3 Title

The Full title of the Association is South Canberra Netball Association Incorporated with Australian Business Number (ABN) 48 263 032 679
The Association is a District affiliated with Netball ACT (ACT Netball Association Inc.)

1.4 Objectives

The Association is a non-profit organisation with the following objectives:

- a) To promote the game of netball in that part of the ACT deemed from time-to-time by ACT Netball to be South Canberra.
- b) To organise and manage netball competitions between netball teams registered with the Association.
- c) To select and manage teams that represent the Association.
- d) To cooperate with other Districts for the furtherment of netball.
- e) To maintain affiliation as a District Association to ACT Netball.

PART 2 - MEMBERSHIP

2.1 Membership Qualifications

A person is qualified to be a Member if:

- (a) The Person is a person mentioned in the Act, section 21(2) (a) or (b) and has not ceased to be a Member at any time after incorporation of the Association under the Act;
or
- (b) The person is a registered coach, manager, umpire, official or player with a team or club registered with the Association; or the person has been nominated for membership through their affiliation with a team or club registered with the Association, has paid the required fee as per 2.6, and has been approved by office bearers of the Executive Committee of the Association.
- (c) The person must be aged over 18 to have voting rights at the annual general meeting. If the person as described above in (b) is under the age of 18, they may be represented by one parent for the purposes of voting at an annual general meeting.
- (d) The person is a Life Member as per 2.3

2.2 Member's Obligations

By their registration or acceptance of nomination, the Member agrees to abide by the current rules of the Association and/or any policies, by-laws, and codes of conduct in effect within the Association.

2.3 Life Membership

A person may become a Life Member of the Association if:

- (a) the person has served at least 10 years' service to the Association's netball clubs or committees; or
- (b) the person has been nominated at the discretion of the Association's Executive committee.

A person must be nominated for Life membership by two members of the Associations' Committee.

The nomination must be approved by a vote of at least two thirds of the registered clubs and teams.

A person who was made a Life Member under any previous versions of the Rules of the Association will remain a Life Member.

Life Membership may be revoked as a result of disciplinary action as provided by section 2.8

2.4 Membership Entitlements Not Transferable

A right, privilege or obligation that a person has because of being a Member of the Association:

- (a) Cannot be transferred or transmitted to another person; or
- (b) Terminates on cessation of the person's membership or on their nominated membership being withdrawn by the Executive.

2.5 Cessation and/or resignation of Membership

A person ceases to be a Member of the Association if the person:

- (a) dies; or
- (b) is affiliated with a netball club or corporation that is wound up; or
- (c) resigns from membership of the Association; or
- (d) is expelled from the Association; or
- (e) fails to renew a membership as per 2.1.

A Member is entitled to resign from membership of the Association as long as all outstanding financial liabilities associated with their membership are finalised.

2.6 Fees and Subscriptions

The annual membership fee is deemed to be paid on submission of an electronic registration by a player, coach, umpire or official. The amount is set on a yearly basis by Netball Australia and/or the Association. All other nominated Members as per 2.1 will submit a \$2 nomination fee with their nomination.

2.7 Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association as required by section 2.6.

2.8 Disciplining of Members

- (a) A complaint against a member of the Association must be submitted in writing to the Executive, having regard to any perceived or actual conflict of interest. If the Executive is of the opinion that a Member has refused or neglected to comply with a provision of the Association's rules, any policies, guidelines or codes of conduct in effect within the

Association, the Executive may decide to issue a written warning to the Member at a meeting held not earlier than 14 days and not later than 28 days after receipt of the written complaint; suspend the Member from the rights and privileges of membership of the Association for a specified period; revoke their Life Membership if held; and/or expel the Member from the Association. The written warning must be issued to the Member within seven days of the meeting resolution.

- (b) A Member may appeal to the Executive in writing within seven days after the written warning is served. On receipt of the appeal, the Secretary must notify the General committee (council) of the intent to call a special general meeting of the Association within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (c) At the special general meeting, no business other than the question of the appeal may be transacted; and the Executive and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both. The Members present must vote by secret ballot on the question of whether the resolution made regarding the appeal should be confirmed or revoked. If the outcome of the ballot is in favour of the resolution, that resolution is confirmed.
- (d) If the Member does not exercise the right of appeal within the above stated period, the resolution of the Executive stands.

PART 3 - OFFICE BEARERS, COMMITTEES AND MEETINGS

3.1. Definition of Office Bearers

The office bearers of the Association form the District's Executive . The office bearers are:

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

Each Executive member holds office, subject to the Constitution, until the conclusion of the Annual General Meeting following the date of the Member's election, but is eligible for re-election.

The Executive is supported by the various committees which it deems necessary to fulfill the operations of the Association, as per the bylaws of the Association. The Executive will maintain the policies and By-Laws of the Association in alignment with rules set down by the peak bodies for netball, or any relevant legislation, and will review them annually.

3.2 Election of Office Bearers

Candidature for election as office-bearers of the Association:

- (a) is open to all current Members of the Association;
- (b) may be made in writing through: i) completion of a Nomination Form submitted to the Secretary in person; or ii) electronic submission from the nominated Member.

If insufficient nominations are received to fill all vacancies on the Executive prior to the Annual General Meeting, further nominations may be sought and received in person at the Annual General Meeting.

If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be vacancies.

If the number of nominations received for a given vacant position is equal to the number of vacancies to be filled the people nominated are taken to be elected.

If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

The ballot for the election of office-bearers must be conducted at the Annual General Meeting in the way the office bearers may direct.

A person is not eligible to simultaneously hold more than one position on the Executive.

If an office bearing position is not filled at the Annual General Meeting, notice of an Extraordinary General Meeting shall be issued. This meeting will be held within 14 days of the Annual General Meeting. At the Extraordinary General Meeting, no business other than the question of the vacancy may be transacted.

If the vacancy remains unfilled, the Association will provide notice to its members and Netball ACT of its intent to cease operations within 14 days of the meeting.

3.3 Terms of office

The positions of office bearer as described in 3.1 shall be for a term of one year.

3.4 Vacancies

1. A vacancy in the office of a Member of the Executive happens if the Member: dies; or ceases to be a member of the Association; or resigns the office; or is removed from office; or becomes bankrupt or personally insolvent; or suffers from mental or physical incapacity; or is disqualified from office under the Act, section 63 (1); or is absent

without the consent of the Executive from all meetings held during a period of four months.

2. In the event of a vacancy as above, notice of an Extraordinary General Meeting shall be issued. This meeting will be held within 14 days of the Annual General Meeting. At the Extraordinary General Meeting, no business other than the question of the vacancy may be transacted.
3. If the vacancy remains unfilled, the Association will provide notice to its members and Netball ACT of its intent to cease operations within 14 days of the meeting.

3.5 Removal Of Executive Members

1.If the conduct of a member of the Executive fails to comply with the Act ,the Constitution of the Association or Code of Conduct of Netball Australia the Association in a General meeting may by resolution, subject to the Act, section 50 remove any member of the Executive from the office of Executive before the end of the Member's term of office.

3.6 Meeting procedures

1. The Executive must meet at least three times in each sitting year (Annual General Meeting to Annual General Meeting). A quorum of three office bearers must be in attendance, either in person or electronically.
2. Additional meetings of the Executive may be called by any member of the Executive..
3. Oral or written notice of a meeting of the Executive must be given by the Secretary or their delegate to each member of the Executive at least 48 hours (or any other period that may be unanimously agreed on by the members of the Executive) before the time appointed for the holding of the meeting. An agenda should be part of this notice.
4. No business may be transacted by the Executive unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week or alternative agreed day and time as soon as possible.
5. At meetings of the Executive, the President or, in the absence of the President, the Vice President presides.

3.7. Delegation to sub-committees

1. The Executive may, in writing, delegate to one or more subcommittees (consisting of the Member or Members of the Association that the Executive consider appropriate) the exercise of the functions of the committee that are specified in the instrument, other than this power of delegation; and a function that is a function imposed on the

committee by the Act, by any other Territory law, or by resolution of the Association in general meeting.

2. A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
3. A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
4. Despite any delegation under this section, the Executive may continue to exercise any function delegated.
5. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Executive..
6. The Executive may, in writing, revoke wholly or in part any delegation under this section.
7. A sub-committee may meet and adjourn as it considers appropriate.

3.8. Voting and decisions

1. Questions arising at a meeting of the Executive or of any subcommittee appointed by the Executive are decided by a majority of the votes of members of the Executive or subcommittee present at the meeting
2. Each Executive or sub-committee member present at a meeting of the Executive or of any subcommittee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

3.9. By-laws

1. The Executive may make, amend or repeal Bylaws prescribing all matters which: (a) are required or permitted by this Constitution to be prescribed; or (b) are necessary or convenient for carrying out or giving effect to this Constitution.

PART 4 – GENERAL MEETINGS

4.1 Annual general meetings

The Association shall convene an Annual General Meeting of its Members in accordance with the Act, Section 69. This rule shall have effect subject to the powers of the Registrar General pursuant to section 120 of the Act in relation to extensions of time.

The Annual General Meeting of The Association shall, subject to the Act, be convened on such a date and at such a place and time as the Executive sees fit.

All Members may attend but only those deemed to be voting members, as per 2.1, may speak and vote at the Annual General Meeting.

In addition to any other business, which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

1. to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
2. to receive from the Executive reports on the activities of the Association during the last preceding financial year;
3. to elect Members of the Executive;
4. to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act; and
5. any other matter considered relevant by the Presiding Member.

4.2 General meetings

1. The Executive will endeavour to convene a general meeting at least three times in each year. The Executive shall, convene a general meeting in writing with notice provided at least one week prior to the meeting.
2. General meetings will:
 - a. Be minuted with a written record of Members attending.
 - b. A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the agenda.
3. A general meeting should be attended by:
 - a. A representative of each club or team registered with the Association; and
 - b. Any interested Members or nominated Members; and
 - c. A representative of sub-committees, as per 3.7.
4. No item of business may be transacted at a general meeting unless a quorum of Members entitled to vote is present during the time the meeting is considering that item.

5. Five Members present in person (who are entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
6. If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
7. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than 3) constitute a quorum.
8. The President, or in the absence of the President, the Vice-President, presides at each general meeting of the association. If the President and the Vice-President are absent from a general meeting, the Members present must elect one of their number to preside at the meeting.
9. The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

4.3 Making of decisions and voting

1. A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minutes 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.
2. On any question arising at a general meeting of the Association each member present, and over the age of 18 on the day of the meeting has one vote. Noting that members under the age of 18 are represented by a club or school, parent, official or coach over the age of 18.
3. If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

4. A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

4.4 Appointment of proxies

1. Each Member is entitled to appoint another Member as proxy by notice given to the Secretary within 24 hours of the time of the meeting for which the proxy was called.
2. It is understood that unless a Member attends, their club or team representative is entitled to act as proxy on their behalf for any matters requiring voting.

5. FUNDS

5.1 Funds source and management

1. The funds of the Association must be derived from registration fees and fees from nominated Members, fundraising, canteen, barbecue, donations, grants, sponsorship and, subject to any resolution passed by the Association in general meeting and subject to the Act, Section 114, any other sources that the Executive decides.
2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
3. The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
4. Subject to any resolution passed by the Association at a general meeting, the funds of the Association must be used for the objects of the Association in the way that the general committee or Executive approves.
5. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by any two Members of the Executive or employees of the Association.

5.2. Common seal

1. The common seal of the Association must be kept in the custody of the Association, held in trust by those employed by the Association.
2. The common seal must not be attached to any instrument except by the authority of the Executive and the attaching of the common seal must be attested by the signatures either of two Members of the Executive.

5.3. Custody of books

1. Subject to the Act, the Regulation and this Constitution, the Treasurer and/or Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

5.4 Inspection of books

1. The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a Member of the Association at any reasonable hour. The books hold personal information of Members and payments. The right of Members privacy must be maintained by the Member requesting inspection.

5.5 Service of notice

For this Constitution, the Association may serve a notice on a Member by sending it electronically or by post to the Member at the Member's address shown in the register of Members. Note: For how documents may be served, see the Legislation Act, pt 19.5.

5.6 Surplus Property

1. In accordance with section 92 of the Act, on the dissolution or completion of the winding up of the Association, Netball ACT is hereby nominated to receive, subject to any trust affecting the property or part of it, any surplus property of the Association, providing Netball ACT at the time of the dissolution of the Association complies with sub-section 92 (2) of the Act.
2. If a dissolution or completion of the winding up of the Association, Netball ACT no longer exists or does not comply with sub-section 92(2) of the Act, any surplus property will be distributed to an organisation or organisations that complies with subsection 92(2) of the Act and having similar objects to the Association.

5.7 Transitional provisions

1. The new rules will commence on approval of the special resolution to change the rules of the Association by the ACT Registrar-General. They will supersede any previous versions of the rules or Constitution.
2. The committee members and office bearers in office at the date of commencement of the new rules will continue in office until the next annual general meeting.
3. Any memberships granted under the old rules which are current and financial on the commencement of the new rules will remain current and financial for the period of that calendar year.

6. INDEMNITY

1. The Executive and every officer, auditor, manager, employee or agent of the Association shall be indemnified against any liability incurred by that person in their capacity as Executive, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.
2. The Association shall indemnify its Executive and employees against all damages and costs (including legal costs) for which any such Executive or employee may be or become liable to any third party in consequence of any act or omission except willful misconduct:
 - (a) in the case of an Executive Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Board or the Association; and
 - (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.