



Wanneroo Districts Netball Association
Constitution
Feb 2025

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TABLE OF CONTENTS

PART 1 - PRELIMINARY	5
1. NAME AND LOCATION OF ASSOCIATION	5
2. OBJECTS OF ASSOCIATION	5
3. TERMS USED	5
4. FINANCIAL YEAR	7
PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY	8
5. NOT-FOR-PROFIT BODY	8
6. POWERS OF THE ASSOCIATION	8
PART 3 – MEMBERS	10
DIVISION 1 - MEMBERSHIP	10
7. ELIGIBILITY FOR MEMBERSHIP	10
8. APPLYING FOR MEMBERSHIP	10
9. DEALING WITH MEMBERSHIP APPLICATIONS	10
10. BECOMING A MEMBER	11
11. CLASSES OF MEMBERSHIP	11
12. MEMBERSHIP RENEWAL	12
13. WHEN MEMBERSHIP CEASES	12
14. RESIGNATION	12
15. RIGHTS NOT TRANSFERABLE	13
DIVISION 2 – MEMBERSHIP FEES	13
16. MEMBERSHIP FEES	13
DIVISION 3 – REGISTER OF MEMBERS	14
17. REGISTER OF MEMBERS	14
DIVISION 4 – AFFILIATION REQUIREMENTS	14
18. ASSOCIATION AND AFFILIATED CLUBS	14
PART 4 – BOARD	16
DIVISION 1 – POWERS OF BOARD	16
19. BOARD	ERROR! BOOKMARK NOT DEFINED.
DIVISION 2 – COMPOSITION OF BOARD AND DUTIES OF MEMBERS	16
20. BOARD MEMBERS	16
21. DUTIES OF BOARD MEMBERS AND OFFICERS	17
22. PRESIDENT AND VICE PRESIDENT	18
23. DIRECTOR OF FINANCE	ERROR! BOOKMARK NOT DEFINED.
24. DIRECTOR OF COMPETITION	ERROR! BOOKMARK NOT DEFINED.
DIVISION 3 – ELECTION OF BOARD MEMBERS AND TENURE OF OFFICE	19
25. HOW MEMBERS BECOME BOARD MEMBERS	19
26. NOMINATION OF BOARD MEMBERS	19
27. ELECTION OF BOARD MEMBERS	20
28. TERM OF OFFICE	20
29. RESIGNATION AND REMOVAL FROM OFFICE	20
30. WHEN MEMBERSHIP OF BOARD CEASES	21
31. FILLING CASUAL VACANCIES	21
32. VALIDITY OF ACTS	21

33.	PAYMENTS TO BOARD MEMBERS	21
DIVISION 4 – BOARD MEETINGS		22
34.	BOARD MEETINGS	22
35.	NOTICE OF BOARD MEETINGS.....	22
36.	PROCEDURE AND ORDER OF BUSINESS.....	22
37.	MATERIAL PERSONAL INTERESTS OF BOARD MEMBERS.....	23
38.	USE OF TECHNOLOGY TO BE PRESENT AT BOARD MEETINGS.....	23
39.	QUORUM FOR BOARD MEETINGS.....	23
40.	VOTING AT BOARD MEETINGS	23
41.	MINUTES OF BOARD MEETINGS	24
42.	CIRCULAR RESOLUTIONS WITHOUT A MEETING	24
DIVISION 5 – SUBCOMMITTEES AND SUBSIDIARY POSITIONS		25
43.	SUBCOMMITTEES AND SUBSIDIARY POSITIONS.....	25
44.	DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES.....	25
DIVISION 1 – TERM USED		26
45.	TERM USED.....	26
DIVISION 2 – DISCIPLINARY ACTION		26
46.	SUSPENSION OR EXPULSION.....	26
47.	CONSEQUENCES OF SUSPENSION	27
DIVISION 3 – RESOLVING DISPUTES		27
48.	TERMS USED.....	27
49.	APPLICATION OF DIVISION	28
50.	PARTIES TO ATTEMPT TO RESOLVE DISPUTE	28
51.	HOW GRIEVANCE PROCEDURE IS STARTED	28
52.	DETERMINATION OF DISPUTE	28
PART 6 – GENERAL MEETINGS OF ASSOCIATION.....		29
53.	ANNUAL GENERAL MEETING	29
54.	SPECIAL GENERAL MEETINGS.....	29
55.	NOTICE OF GENERAL MEETINGS	30
56.	USE OF TECHNOLOGY TO BE PRESENT AT GENERAL MEETINGS.....	30
57.	PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS	30
58.	ADJOURNMENT OF GENERAL MEETING.....	31
59.	VOTING AT GENERAL MEETING	31
60.	WHEN SPECIAL RESOLUTIONS ARE REQUIRED.....	32
61.	DETERMINING WHETHER RESOLUTION CARRIED.....	32
62.	MINUTES OF GENERAL MEETING	32
PART 7 – FINANCIAL MATTERS.....		33
63.	SOURCE OF FUNDS	33
64.	CONTROL OF FUNDS	33
65.	FINANCIAL STATEMENTS AND FINANCIAL REPORTS	33
PART 8 – GENERAL MATTERS.....		34
66.	BY-LAWS	34
67.	EXECUTING DOCUMENTS AND COMMON SEAL	34
68.	PROVISION OF RULES	35
69.	GIVING NOTICES TO MEMBERS	35
70.	CUSTODY OF BOOKS AND SECURITIES	35

71.	RECORD OF OFFICE HOLDERS	35
72.	INSPECTION OF RECORDS AND DOCUMENTS.....	36
73.	PUBLICATION BY BOARD MEMBERS OF STATEMENTS ABOUT ASSOCIATION BUSINESS PROHIBITED.....	36
74.	DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP	36
75.	ALTERATION OF CONSTITUTION	37
76.	TRANSITIONAL ARRANGEMENTS	37

PART 1 - PRELIMINARY

1. Name and Location of Association

The name of the Association is 'Wanneroo Districts Netball Association' ("Association").

The head office of the Association is located in 'Kingsway Sporting Complex, Kingsway, Western Australia, 6065.'

2. Objects of Association

The objects for which the Association is established and maintained are to:

- 1) Promote, develop, encourage and manage the game of Netball within the 'Wanneroo' area.
- 2) Act for the members in all matters pertaining to Netball and to protect the interests of all members and participants.
- 3) Abide by the official rules of the World Netball and the interpretation thereof as determined by the World Netball and /or Netball Australia.
- 4) Affiliate with Netball WA (Incorporated) and abide by all Netball WA's policies and procedures.
- 5) Promote and conduct netball competitions and events at Association level and manage the representation of the Association in Regional (where applicable) and State events.
- 6) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects.
- 7) To undertake any other activities not inconsistent with the above objects to enhance, promote or protect the interests of the Association.

3. Terms Used

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015*;

address means a residential or business address or a post office box address or email address;

Affiliated Club means a registered financial Netball club of the Association and as otherwise defined in **Rule 11(1)**;

Association means the incorporated Association to which this Constitution applies;

ballot means voting conducted in written form (as opposed to a show of hands);

books, of the Association, includes the following:

- a) a register;
- b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- c) a document;
- d) any other record of information;

By-laws means By-laws made by the Association under **Rule 66**;

Chairperson means the person who has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in this Constitution;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Board means the Management Board of the Association, which encompasses all persons elected and appointed to the Board and must not comprise of more than 2 members from any one Affiliated Club or family;

Board meeting means a meeting of the Board;

Board member means a member of the Board;

Competition Rules means the Association's rules and regulations governing match play;

Constitution means the Constitution of the Association as amended from time to time;

delegate means the persons elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise;

financial records include:

- a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- b) documents of prime entry; and
- c) working papers and other documents needed to explain:
 - i) the methods by which financial statements are prepared; and
 - ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in **Rule 4**;

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend;

Individual Member means a registered individual member of an Affiliated Club and as otherwise defined in **Rule 11**;

Life Member means an individual upon whom life membership of the Association has been conferred;

Material Personal Interest is when a member has a personal interest in a matter which could be seen to influence their decision. The interest may be financial or non-financial.

member means a member in any of the classes of membership defined in **Rule 11**;

Netball means the game of Netball as determined by World Netball;

Netball Australia means Netball Australia Limited ACN 003 142 818

Netball WA means Netball WA (Inc) Registration number A0650051N

non-delegable duty means a duty imposed on the Board by the Act or another written law;

office holder means a person appointed to a position of office holder under **Rule 20**;

person includes an individual, company, trust, partnership, incorporated Association, organisation and entity;

President means the Board member holding office as the President of the Association with the rights and obligations referred to in **Rule 22**;

register of members means the register of members referred to in section 53 of the Act;

Region means a geographical area endorsed as a Region by Netball WA;

seal means the common seal of the Association and includes any official seal of the Association;

Special General Meeting means a general meeting of the Association other than the Annual General Meeting as referred to in **Rule 54**;

special resolution means a special resolution passed which requires 75% majority vote of the members present and eligible to vote at a general meeting of the Association as per section 51 of the Act;

subcommittee means a subcommittee appointed by the Board under **Rule 43**;

supplementary member means a natural person who has been appointed as a member to ensure the Association has a minimum of six (6) members with full voting rights according to sections 4 and 17 of the Act;

surplus property means property remaining after satisfaction of:

- d) the debts and liabilities of the Association; and
- e) the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association;

tier 1 association means an incorporated Association to which section 64(1) of the Act applies;

tier 2 association means an incorporated Association to which section 64(2) of the Act applies;

tier 3 association means an incorporated Association to which section 64(3) of the Act applies;

Director of Finance means the Board member holding office as the Director of Finance of the Association with the rights and obligations referred to in **Rule 24**.

4. Financial Year

- 1) The Association's financial year will be the period of 12 months commencing on 1st January and ending on 31st December of each year.

PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY

5. Not-for-profit Body

- 1) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- 2) A payment may be made to a member out of the funds of the Association only if it is authorised under **Rule 5(3)**.
- 3) A payment to a member (including but not limited to a Board or Sub Committee member) out of the funds of the Association is authorised if it is:
 - a) the payment in good faith to the member, including a Board member or subcommittee member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business. Prior to such payment being made to a Board or Sub Committee member, it must first be approved by the voting members at a general meeting;
 - or
 - b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects and purposes, provided reasonable evidence and records are maintained. In particular the Association may:

- 1) Acquire, hold, deal with, and dispose of any real or personal property;
- 2) Open and operate bank accounts;
- 3) Invest its money:
 - a) In any security in which trust monies may lawfully be invested; or
 - b) In any other manner authorised by this Constitution;
- 4) Borrow money upon such terms and conditions as the Association thinks fit;
- 5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 6) Appoint agents to transact any business of the Association on its behalf;

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- 7) Enter into any other contract it considers necessary or desirable; and
- 8) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or this Constitution.

PART 3 – MEMBERS

Division 1 - Membership

7. Eligibility for Membership

- 1) Any person may apply to become a member who:
 - a) is within one of the classes of membership specified in **Rule 11**; and
 - b) supports the objects or purposes of the Association.
- 2) When the Association has less than 6 Affiliated Clubs, a limited number of Supplementary Memberships (the number of members less than 6) will be available to any person who supports the objects or purposes of the Association. Supplementary Memberships may be appointed at the Annual General Meeting of the Association, or from time to time as required and at the discretion of the Board.

8. Applying for Membership

- 1) A person who wants to become a member must apply through the appropriate written application and meet the eligibility criteria in **Rule 7**.
- 2) The application must be signed by the applicant or the approved nominated representative or guardian of the applicant.
- 3) The applicant must specify in the application the class of membership to which the application relates.
- 4) An individual who is a member of an Affiliated Club does not need to separately apply for membership of the Association.
- 5) For a person applying for a Supplementary Membership under **Rule 7.2**, they must provide a clear letter addressed to the Association detailing their:
 - a) Name;
 - b) Date of Birth;
 - c) Background information on their involvement in netball and the Association;
 - d) Capacity to contribute to the objects of the Association.

9. Dealing with Membership Applications

- 1) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- 2) Subject to **sub-rule (3)**, the Board must consider applications in the order in which they are received by the Association.
- 3) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

- 4) The Board must not accept an application unless the applicant:
 - e) is eligible under **Rule 7**; and
 - f) has applied under **Rule 8**.
- 5) The Board may reject an application even if the applicant:
 - a) is eligible under **Rule 7**; and
 - b) has applied under **Rule 8**.
- 6) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as practicable after making the decision.
- 7) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

10. Becoming a Member

- 1) Subject to **sub-rule (1.b)**, an applicant for membership of the Association becomes a member when:
 - a) the Board accepts the application; and
 - b) the applicant pays any membership fees, subscriptions and levies payable to the Association under **Rule 16**.
- 2) An Individual Member of an Affiliated Club becomes a member of the Association when:
 - a) the Affiliated Club accepts the individual's application; and
 - b) the Affiliated Club pays on behalf of the individual any membership fees, subscriptions and levies payable to the Association under **Rule 16**.

11. Classes of Membership

The Association shall consist of the following classes of membership:

- 1) Affiliated Clubs being one or more wishing to register as a Club and play interclub matches conducted by the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
- 2) Individual Members, including but not limited Board members not registered with an Affiliated Club and, subject to this Constitution shall have the right to receive notice of general meetings and to be present and vote at general meetings.
- 3) Life Members, being a natural person as appointed by the Board and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
 - a) The criteria to be satisfied for the awarding of Life Membership and the process for nomination and appointment shall be contained within the Club's Policies.
 - b) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members (if any).
- 4) Supplementary Members who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.

- a) A Supplementary Member ceases to be a member when the Association has 6 or more Affiliated Clubs.

12. Membership Renewal

Members shall:

- 1) Renew their membership with the Affiliated Club and Association in accordance with the applicable procedures.
- 2) Pay all required registration fees prescribed by Netball WA, the Association and the Affiliated Club.

13. When Membership Ceases

- 1) A member ceases to be a member when any of the following takes place:
 - a) for a member who is an individual, the individual dies;
 - b) for a member who is an Affiliated Club, the Affiliated Club is wound up;
 - c) the member resigns from the Association under **Rule 14**;
 - d) the member is expelled from the Association under **Rule 46**;
 - e) the member ceases to be a member under **Rule 16(4)**.
- 2) The Association Manager must keep a record, for at least one year after a member ceases to be a member, of the date on which the member ceased to be a member.

14. Resignation

- 1) A member may resign from membership of the Association by giving written notice of the resignation to the Association Manager.
- 2) The resignation takes effect:
 - a) when the Association Manager receives the notice; or
 - b) if a later time is stated in the notice, at that later time.
- 3) Resignation by failure to pay subscription
 - (a) Subject to **subrule (4)**, a Member is taken to have resigned if:
 - (i) the Member's annual subscription (or any other debt owed to the Association) is outstanding 30 days after it was due for payment; or
 - (ii) where no annual subscription is payable:
 - (a) the Board has made a written request to the Member to confirm that they wish to remain a Member; and
 - (b) the Member has not, within one month after receiving that request, confirmed in writing that they wish to remain a Member.
- 4) Should a sufficient explanation be made to the Board for the failure to pay the 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).

- 5) Discontinuance for Failure to Renew Membership of the Association (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Association before the date set for renewal by the Board.
- 6) Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claim upon the Association and its property.
- 7) A member who has resigned from membership of the Association remains liable for any fees and or outstanding monies that are owed to the Association (the owed amount) at the time of resignation.
- 8) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
- 9) In the event that an Affiliated Club resigns during a season, the Affiliated Club's members shall be at liberty to transfer their membership and play with any other Affiliated Club with the written consent of the Association.

15. Rights Not Transferable

The rights of a member are not transferable, with the exception of **Rule 14(7)** and end when membership ceases.

Division 2 – Membership fees

16. Membership Fees

- 1) The Board must determine the membership subscription, fees and any levies payable by members to the Association.
- 2) The fees determined under **sub-rule (1)** may be different for different classes of membership.
- 3) A member must pay the membership fee to the Association by the date (the **due date**) determined by the Board.
- 4) If a member has not paid the membership fee by the due date as advised, the member ceases to be a member on that date, unless prior written arrangement has been obtained to the contrary, from the Board.
- 5) If a member who has ceased to be a member under **sub-rule (4)** offers to pay the membership fee after the period referred to in that sub-rule has expired:
 - a) the Board may, at its discretion, accept that payment; and
 - b) if the payment is accepted, membership is reinstated from the date the payment is accepted.
- 6) Any member which or who has not paid all monies due and payable by that member to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the member may be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the Board considers appropriate.

Division 3 – Register of members

17. Register of Members

- 1) The Association Manager, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 3) The register of members must be kept at a secure place as determined by the Board which may be in electronic format with appropriate cloud based backup system.
- 4) A member who wishes to inspect the register of members must contact the Association Manager to make the necessary arrangements.
- 5) If:
 - a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association and the Association may charge any associated administration costs to comply with the above clause.

Division 4 – Affiliation Requirements

18. Association and Affiliated Clubs

- 1) Association:
 - a) The Association is a member of Netball WA and is required to administer and develop Netball, subject to the reasonable direction of Netball WA and in accordance with the objects of Netball WA;
 - b) The Association's membership shall include such Affiliated Clubs as are admitted to membership in accordance with this Constitution. The Affiliated Clubs will be required to administer and develop Netball, subject to the reasonable direction of the Association and in accordance with the objects of the Association.
- 2) Compliance of Affiliated Clubs:
 - a) As a condition of membership, each Affiliated Club must:
 - i) upon admission to membership, register its colours and uniforms with the Association;

- ii) at all times operate with, and promote, mutual trust and confidence between the Association and the Affiliated Club's members in pursuit of the objects and at all times act on behalf of and in the interests of the Affiliated Club's members and the sport of Netball;
 - iii) adopt in principle, the objects of the Association and adopt Policies and if appropriate By-laws which reflect and are aligned with this Constitution;
 - iv) do all that is reasonably necessary to enable the objects of the Association to be achieved;
 - v) comply with the Constitution, By-laws and Policies of the Association;
 - vi) comply with the Association's Competition Rules;
 - vii) In the case of an Affiliated Club, appoint one voting delegate and one substitute voting delegate at any time, provided that the Affiliated Club may change its voting delegate and substitute by notice in writing to the Association; and
 - viii) Each Affiliated Club is entitled to one (1) vote to be exercised by its voting delegate at the Annual General Meeting and any Special General Meetings.
- b) A delegate must:
- i) be a member of the Affiliated Club they are the delegate for;
 - ii) not be a member of the Association's Board;
 - iii) be empowered by the Affiliated Club to vote at meetings in the best interest of the Affiliated Club;
 - iv) be a delegate for only one Affiliated Club; and
 - v) be at least 18 years of age.
- 3) Register of Members:
- a) Each Affiliated Club shall maintain, in a form and with such details as are acceptable to the Association, including but not limited to any electronic database or CRM, a register of all Individual Members and shall provide a copy to the Association upon request;
 - b) The Affiliated Clubs acknowledge that the Association shall:
 - i) use the register supplied by the Affiliated Clubs to maintain its register of members; and
 - ii) provide a copy of the register to Netball WA as and when required.

PART 4 – Board

Division 1 – Powers of Board

19. Board

- 1) The Board, shall be responsible for acting on all issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sport of Netball.
- 2) The Board members are the persons who, as the management Board of the Association, have the power to manage the affairs of the Association.
- 3) Subject to the Act, this Constitution, the policies, By-laws (if any) and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 4) The Board must take all reasonable steps to ensure that the Association complies with the Act, this Constitution, the policies and By-laws (if any).
- 5) The Board must:
 - a) adjudicate on all matters brought before it which in any way affect the Association or the game of Netball;
 - b) fix fees and subscriptions payable by Affiliated Clubs and decide such levies, rates of fines and charges as it deems necessary and advisable and to enforce payment as per relevant policies, procedures and guidelines;
 - c) review the Association's performance in achieving its pre-determined aims and objectives; and
 - d) monitor the Association's implementation of policies and By-laws (if any).

Division 2 – Composition of Board and duties of members

20. Board Members

- 1) The Board members consist of:
 - a) the office holders of the Association; and
 - b) a minimum of one (1) and up to six (6) general Board members that may be allocated specific roles or positions at the Association (General Board members); and
 - c) up to two (2) Board members, to be appointed by the Board members referred to in **Rule 20(1)(a)** and **20(1)(b)** (Appointed Board members).
- 2) The following are the office holders of the Association:
 - a) the President;
 - b) the Vice President;
 - c) the Director of Finance;
 - d) the Director of Competitions;

- 3) A person may be a Board member if the person is:
 - a) an individual who has reached 18 years of age;
 - b) In the case of an office holder or General Board member, an Individual Member;
 - c) eligible under the Act to be a Board member;
 - d) in the case of an office holder of the Association, able to demonstrate to the members knowledge of Netball and its stakeholders and a commitment to the development of Netball or relevant business or sport governance or administration skills.
 - e) For the avoidance of doubt, an Appointed Board Member need not be an Individual Member.
- 4) A person must not hold 2 or more of the offices mentioned in **sub-rule (2)** at the same time.
- 5) There must be no more **than 2 persons** on the Board at any time who are members of the same Affiliated Club or family.
- 6) The following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Board:
 - a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - b) a person who has been convicted, within or outside the State, of Western Australia, of;
 - i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - iii) an offence under Part 4 Division 3 or section 127 of the Act;
 - c) **Sub-rules (6)(a-b)** only apply for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

21. Duties of Board Members and Officers

- 1) For the purposes of this rule, "officers" means Board members and those persons who have the ability to influence the Board but who do not hold a formal Board position.
- 2) An officer of the Association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person:
 - a) were an officer of the Association in the Association's circumstances; and
 - b) occupied the office held by, and had the same responsibilities within the Association as, the officer.
- 3) An officer of the Association must exercise his or her powers and discharge his or her duties:
 - a) in good faith in the best interests of the Association; and
 - b) for a proper purpose.
- 4) An officer of the Association must not improperly use his or her position to:

- a) gain an advantage for the officer or another person; or
 - b) cause detriment to the Association.
- 5) A person who obtains information because the person is, or has been, an officer of the Association must not improperly use the information to:
- a) gain an advantage for the person or another person; or
 - b) cause detriment to the Association.

22. President and Vice President

- 1) It is the duty of the President to consult with the Association Manager regarding the business to be conducted at each Board meeting and general meeting.
- 2) The President takes the role of Chairperson and has the powers and duties relating to convening and presiding at Board meetings and presiding at general meetings provided for in this Constitution. If the President is absent, then the Chairperson shall be determined in accordance with **Rule 36(1) or (2)** in the case of Board meetings and **Rule 57 (1) or (2)** in the case of general meetings.
- (3) It is the duty of the Vice President to:
 - a) oversee and ensure all sub-Committee's (if any) are responsible and accountable.
 - b) provide support and assistance to the President.
 - c) in the absence of the President, undertake all the roles and responsibilities of the President.
 - d) carry out any other duty given to the Vice President under these rules or by the Board.

23. Director of Finance

The Director of Finance has the following duties:

- 1) Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name.
- 2) Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board.
- 3) Ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time.
- 4) Ensuring that the Association complies with the relevant requirements of Part 5 of the Act.
- 5) Ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association.
- 6) If the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's Annual General Meeting.
- 7) If the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's Annual General Meeting.
- 8) Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act.
- 9) Carrying out any other duty given to the Director of Finance under this Constitution or by the Board.

24. Director of Competitions

The Director of Competitions has the following duties:

- 1) To create and preside over the Competition Committee to ensure the smooth running of both Winter and Spring competitions, including
 1. Communicating with clubs to arrange for convenors to provide a safe competition for both Winter and Spring.
 2. Directing and allocating roles and responsibilities to convenors.
 3. Ensuring impartial attendance at courts when requested by members.
 4. Ensuring all directions are within the Strategic Plan of the Board.
- 2) Be a member of the Complaints Committee to assist with complaints received from members.
- 3) Provide the AM minutes from the Competitions Committee meetings upon request within five (5) working days of their meetings
- 4) Attend all Board meetings.

Division 3 – Election of Board Members and Tenure of Office

25. How Members Become Board Members

A member becomes a Board member if the member:

- 1) Is elected to the Board at a general meeting; or
- 2) Is appointed to the Board by the Board to fill a casual vacancy under **Rule 31**.

26. Nomination of Board Members

- 1) At least 28 days before an Annual General Meeting, the Association Manager must send written notice to all the members:
 - a) calling for nominations for election to the Board; and
 - b) stating the date by which nominations must be received by the Association Manager to comply with **sub-rule (2)**.
- 2) A member who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Association Manager at least 14 days before the Annual General Meeting.
- 3) The written notice must include a statement by another member in support of the nomination.
- 4) A member may nominate for one specified position of office holder of the Association or to be an ordinary Board member.
- 5) Upon receipt of the written notice, the application will be submitted to a Nominations Committee for consideration.
- 6) The Nominations Committee will advise of appropriately qualified candidates to be put forward to the membership at the Annual General Meeting.

27. Election of Board Members

- 1) Should more suitable nominations than are required be received at the close of the nomination period, the Association Manager shall send the approved nominee summaries to all voting clubs via email within 72 hours of the close of nominations with the advice that an election will be held.
- 2) If the number of nominations received for the Board is equal to the number of vacancies to be filled and are recommended by the Nominations Committee, then those nominations shall be elected.
- 3) Should insufficient suitable nominations be received prior to the Annual General Meeting nominations for the vacant positions will be filled as a Casual Vacancy by the Board after the AGM as per rule 31

28. Term of Office

- 1) The term of office of a Board member begins when the member:
 - a) is elected at an Annual General Meeting or **Rule 29 (3)(b)**; or
 - b) is appointed to fill a casual vacancy under **Rule 31**.
- 2) Subject to **Rules 29, 30 and 76**, an office holder or General Board member holds office until the positions on the Board are declared vacant at the second Annual General Meeting following election.
- 3) An Appointed Board member holds office from the time of appointment to the first AGM after appointment (maximum one year) and may be reappointed.
- 4) An Office holder and General Board member may be re-elected, provided that they must hold office for no more than three consecutive terms.
- 5) An appointed Board member may be reappointed annually provided that they must hold office for no more than six consecutive terms.

29. Resignation and Removal from Office

- 1) A Board member may resign from the Board by written notice given to the Association Manager or, if the resigning member is the Secretary, given to the President.
- 2) The resignation takes effect:
 - a) when the notice is received by the Association Manager or President; or
 - b) if a later time is stated in the notice, at the later time.
- 3) At a general meeting, the Association may by resolution:
 - a) remove a Board member from office; and
 - b) elect a member who is eligible under **Rule 20(3)** to fill the vacant position.
- 4) A Board member who is the subject of a proposed resolution under **sub-rule (3)(a)** may make written representations (of a reasonable length) to the Association Manager or President and may ask that the representations be provided to the members.

- 5) The Association Manager or President may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

30. When Membership of Board Ceases

- 1) A person ceases to be a Board member if the person:
 - a) dies or otherwise ceases to be a member; or
 - b) resigns from the Board or is removed from office under **Rule 29**; or
 - c) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
 - d) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - e) fails to attend 2 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.
- 2) Where a person ceases to be a member of the Board, the person must, as soon as practicable after their membership ceases, deliver to a member of the Board all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

31. Filling Casual Vacancies

- 1) The Board may appoint a member who is eligible under **Rule 20(3)** to fill a position on the Board that:
 - a) has become vacant under **Rule 30**; or
 - b) was not filled by election at the most recent Annual General Meeting or under **Rule 29(3)(b)**.
- 2) If the position of Association Manager becomes vacant, the Board must appoint a member who is eligible under **Rule 20(3)** to fill the position within 14 days after the vacancy arises.
- 3) Subject to the requirement for a quorum under **Rule 39**, the Board may continue to act despite any vacancy in its membership.
- 4) If there are fewer Board members than required for a quorum under **Rule 39**, the Board may act only for the purpose of:
 - a) appointing Board members under this rule; or
 - b) convening a general meeting.

32. Validity of Acts

The acts of a Board or subcommittee, or of a Board member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a subcommittee.

33. Payments to Board Members

Provided correct evidence is supplied for the expenditure, such as tax invoices:

- 1) A Board or sub-committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
 - a) in attending a Board or sub-committee meeting; or
 - b) in attending a general meeting; or
 - c) otherwise in connection with the Association's business.

Division 4 – Board meetings

34. Board Meetings

- 1) The Board must meet at least nine (9) times in each year on the dates and at the times and places determined by the Board.
- 2) The date, time and place of the first Board meeting must be determined by the Board members as soon as practicable after the Annual General Meeting at which the Board members are elected.
- 3) Special Board meetings may be convened by the President or any 2 Board members.

35. Notice of Board Meetings

- 1) Notice of each Board meeting must be given to each Board member at least 48 hours before the time of the meeting.
- 2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 3) Unless **sub-rule (4)** applies, the only business that may be conducted at the meeting is the business described in the notice.
- 4) Urgent business that has not been described in the notice may be conducted at the meeting if the Board members at the meeting unanimously agree to treat that business as urgent.

36. Procedure and Order of Business

- 1) The President or, in the President's absence, the Vice-President must preside as Chairperson of each Board meeting.
- 2) If the President and Vice-President are absent or are unwilling to act as Chairperson of a meeting, the Board members at the meeting must choose one of them to act as Chairperson of the meeting.
- 3) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- 4) The order of business at a Board meeting may be determined by the Board members at the meeting.
- 5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- 6) A person invited under **sub-rule (5)** to attend a Board meeting:
 - a) has no right to any agenda, minutes or other document circulated at the meeting; and

- b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
- c) cannot vote on any matter that is to be decided at the meeting.

37. Material Personal Interests of Board Members

- 1) A Board member who has a material personal interest in a matter being considered at a Board meeting must:
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - b) disclose the nature and extent of the interest at the next general meeting of the Association.
- 2) This rule does not apply in respect of a material personal interest:
 - a) that exists only because the member:
 - i) is an employee of the Association; or
 - ii) is a member of a class of persons for whose benefit the Association is established; or
 - iii) that the member has in common with all, or a substantial proportion of, the members of the Association.
- 3) A member of the Board who has a material personal interest in a matter being considered at a meeting of the Board must not be present while the matter is being considered at the meeting or vote on the matter.
- 4) The Association must record every disclosure made by a Board member of a material personal interest in the minutes of the Board meeting at which the disclosure is made.

38. Use of Technology to be Present at Board Meetings

- 1) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a Board meeting as allowed under **sub-rule (1)** is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

39. Quorum for Board Meetings

- 1) At meetings of the Board the number of Board members whose presence or participation is required to constitute a quorum is the majority which is defined as 50% of the Board plus 1.
- 2) Subject to **Rule 31(4)**, no business is to be conducted at a Board meeting unless a quorum is present.
- 3) If a quorum is not reached, the meeting may still proceed inquorate for discussions purposes only. However, no decisions may be finalised, ratified or business concluded. Minutes must be kept and distributed as usual.

40. Voting at Board Meetings

- 1) Each Board member present at a Board meeting has one vote on any question arising at the meeting.

- 2) A motion is carried if a majority of the Board members present at the Board meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the Chairperson of the meeting shall not have a second or casting vote and the motion will be lost.

41. Minutes of Board Meetings

- 1) The Board must ensure that minutes are taken and kept of each Board meeting.
- 2) The minutes must record the following:
 - a) the names of the Board members present at the meeting;
 - b) the name of any person attending the meeting under **Rule 36(5)**;
 - c) the business considered at the meeting;
 - d) any motion on which a vote is taken at the meeting and the result of the vote;
 - e) any details relating to the disclosure of a Board member's material personal interest in a matter being considered at a Board meeting.
- 3) The minutes of a Board meeting must be entered in the Association's minute file (which may be a cloud based electronic backed up system, within 30 days after the meeting is held.
- 4) The President must ensure that the minutes of a Board meeting are reviewed and signed as correct by:
 - a) the Chairperson of the meeting; or
 - b) the Chairperson of the next Board meeting.
- 5) When the minutes of a Board meeting have been signed as correct they are, until the contrary is proved, evidence that:
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any appointment purportedly made at the meeting was validly made.

42. Circular Resolutions Without a Meeting

- 1) Subject to **Rule 42(2)**, the Board may pass a circular resolution without a Board meeting being held.
- 2) The Board must not pass a circular resolution in relation to any of the following matters:
 - a) the removal of an auditor;
 - b) the appointment or removal a Board member; and
 - c) a matter that must be dealt with by special resolution.
- 3) A circular resolution is passed if the majority of the Board members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in **Rule 42(4)**.
- 4) Each Board member may sign:

- a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- 5) The Association may send a circular resolution by electronic means to the Board members and the Board members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

Division 5 – Subcommittees and subsidiary positions

43. Subcommittees and Subsidiary Positions

- 1) To help the Board in the conduct of the Association's business, the Board may, in writing, do either or both of the following:
 - a) appoint one or more subcommittees;
 - b) create one or more subsidiary positions and appoint people to those positions.
- 2) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate.
- 3) A person may be appointed to a subsidiary position whether or not the person is a member.
- 4) Subject to any directions given by the Board:
 - a) a subcommittee may meet and conduct business as it considers appropriate; and
 - b) the holder of a subsidiary position may carry out the functions given to the holder as the holder considers appropriate to meet the outcomes required.

44. Delegation to Subcommittees and Holders of Subsidiary Offices

- 1) The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
 - a) the power to delegate; and
 - b) a non-delegable duty.
- 2) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- 3) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
- 4) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 5) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- 6) The Board may, in writing, amend or revoke the delegation.

PART 5 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

45. Term Used

In this Part:

member, in relation to a member who is expelled from the Association, includes former Individual Member.

Division 2 – Disciplinary action

46. Suspension or Expulsion

- 1) The Board may decide to suspend a member's membership or to expel a member from the Association if the Board is advised or considers that a member has allegedly:
 - a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies, By-Laws, the Associations Codes of Conduct, and any other relevant Netball Australia or Netball WA Policies or any resolution or determination of the Board or;
 - b) acted in a manner unbecoming of a member or prejudicial to the objects and interests of the Association and/or the sport of Netball; or
 - c) brought the Association or the sport of Netball into disrepute.

The Board may commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association as set out in the Associations, Netball WA's or Netball Australia's Policies and Procedures or By-Laws.

- 2) The Association Manager must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- 3) The notice given to the member must state:
 - a) when and where the Board meeting is to be held; and
 - b) the grounds on which the proposed suspension or expulsion is based; and
 - c) that the member, and/or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion.
- 4) At the Board meeting, the Board must:
 - a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
 - b) give due consideration to any submissions so made; and
 - c) decide:

- i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii) whether or not to expel the member from the Association.
- 5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 6) The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- 7) A member whose membership is suspended or who is expelled from the Association may, within 7 days after receiving notice of the Board's decision under **subrule (6)**, give written notice to the Association Manager appealing the decision, and setting out the grounds of appeal.
- 8) If notice is given under **subrule (7)**, the Association in a general meeting, having afforded the member the right to make verbal or written representations, may confirm or set aside the decision of the Board.

47. Consequences of Suspension

- 1) During the period a member's membership is suspended, the member:
 - a) loses any rights (including voting rights) arising as a result of membership; and
 - b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association and all other affiliated bodies.
- 2) When a member's membership is suspended, the Association Manager must record in the register of members:
 - a) that the member's membership is suspended; and
 - b) the date on which the suspension takes effect; and
 - c) the period of the suspension.
- 3) When the period of the suspension ends, the Association Manager must record in the register of members that the member's membership is no longer suspended.

Division 3 – Resolving disputes

48. Terms Used

In this Division –

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person:

- 1) who is a party to the dispute; and
- 2) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

49. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes:

- 1) Between members; or
- 2) Between one or more members and the Association.

50. Parties to Attempt to Resolve Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party as per Association policies, procedures and guidelines.

51. How Grievance Procedure is Started

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 50**, any party to the dispute may start the grievance procedure by giving written notice to the Association Manager of:
 - a) the parties to the dispute; and
 - b) the matters that are the subject of the dispute.
- 2) Within 28 days after the Association Manager is given the notice, a Board meeting must be convened to consider and determine the dispute.
- 3) The Association Manager must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 4) The notice given to each party to the dispute must state:
 - a) when and where the Board meeting is to be held; and
 - b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.

52. Determination of Dispute

Any dispute arising under these rules that cannot be resolved between the parties themselves, shall be determined in accordance with the relevant and applicable Association, Netball WA and Netball Australia dispute resolution procedures as contained within the relevant policies, By-laws codes of conduct and procedures of those organisations.

PART 6 – GENERAL MEETINGS OF ASSOCIATION

53. Annual General Meeting

- 1) The Board must determine the date, time and place of the Annual General Meeting, but must be held within 3 months of the end of the Association's financial year each year.
- 2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's financial year, the Association Manager must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the financial year.
- 3) The ordinary business of the Annual General Meeting is as follows:
 - a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - b) to receive and consider:
 - i) the Board's annual report on the Association's activities during the preceding financial year; and
 - ii) the financial statements of the Association for the preceding financial year presented under Part 5 of the Act.
 - c) to elect the office holders of the Association and other Board members;
 - d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- 4) Any other business of which notice has been given in accordance with this Constitution may be conducted at the Annual General Meeting.

54. Special General Meetings

- 1) The Board may convene a Special General Meeting.
- 2) The Board must convene a Special General Meeting if at least 20%, or ten (10) separate clubs whichever is smaller, of the voting members require a Special General Meeting to be convened.
- 3) The members requiring a Special General Meeting to be convened must:
 - a) make the request by written notice given to the Association Manager; and
 - b) state in the notice the business to be considered at the meeting; and
 - c) each sign the notice.
- 4) The Special General Meeting must be convened within 28 days after notice is given under **sub-rule (3)(a)**.
- 5) If the Board does not convene a Special General Meeting within that 28-day period, the members making the request (or any of them) may convene the Special General Meeting.
- 6) A Special General Meeting convened by members under **sub-rule (5)**:
 - a) must be held within 2-months after the date the original request was made; and
 - b) may only consider the business stated in the notice by which the request was made;

- 7) The Association must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under **sub-rule (5)**.

55. Notice of General Meetings

- 1) The Association Manager or, in the case of a Special General Meeting convened under **Rule 54(5)**, the members convening the meeting, must give to each member:
 - a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b) at least 14 days' notice of a general meeting in any other case.
- 2) The notice must:
 - a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Board under **Rule 26(2)**; and
 - d) if a special resolution is proposed:
 - i) set out the wording of the proposed resolution as required by section 56(4) of the Act; and
 - ii) state that the resolution is intended to be proposed as a special resolution.
- 3) The notice period referred to in this rule may be abridged by agreement of the members by way of a special resolution passed at the relevant meeting.

56. Use of Technology to be Present at General Meetings

- 1) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 2) A member who participates in a general meeting as allowed under **sub-rule (1)** is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

57. Presiding Member and Quorum for General Meetings

- 1) The President, or in the President's absence, the Vice-President must preside as Chairperson of each general meeting.
- 2) If the President and Vice-President are absent or are unwilling to act as Chairperson of a general meeting, the Board members at the meeting must choose one of them to act as Chairperson of the meeting.
- 3) At a general meeting the lesser of 20 or 50% of members entitled to vote and present at the meeting constitute a quorum.
- 4) No business is to be conducted at a general meeting unless a quorum is present.

- 5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - a) in the case of a Special General Meeting — the meeting lapses; or
 - b) in the case of the Annual General Meeting — the meeting is adjourned to a time and place as decided by those present at the time of the adjournment and written notice is to be given to the members of the new time and place;
 - c) The adjourned meeting must be held within 1 month of adjournment.
- 6) If:
 - a) a quorum is not present within 30 minutes after the commencement time of an adjourned Annual General Meeting, six members entitled to vote and present are taken to constitute a quorum.

58. Adjournment of General Meeting

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) Without limiting **sub-rule (1)**, a meeting may be adjourned:
 - a) if there is insufficient time to deal with the business at hand; or
 - b) to give the members more time to consider an item of business.
- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **Rule 55**.

59. Voting at General Meeting

- 1) On any motion arising at a general meeting:
 - a) each Affiliated Club has one vote to be exercised by the Affiliated Club's appointed delegate; and
- 2) Except in the case of a special resolution, a motion is carried if a majority of the members present and entitled to vote at a general meeting vote in favour of the motion.
- 3) If the question is whether or not to confirm the minutes of a previous general meeting, only voting members who were present at that meeting may vote.
- 4) For a person to be eligible to vote at a general meeting as a delegate of an Affiliated Club, the Affiliated Club:
 - a) must have been a member at the time notice of the meeting was given under **Rule 55**; and
 - b) must have paid any fee or other money payable to the Association by the member.

60. When Special Resolutions are Required

- 1) A special resolution is required if it is proposed at a general meeting:
 - a) to affiliate the Association with another body; or
 - b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
 - c) to alter or rescind any of these rules, or to make additional rules pursuant to rule 75: or
 - d) to abridge time pursuant to **Rule 55(3)**.
- 2) **Sub-rule (1)** does not limit the matters in relation to which a special resolution may be proposed.

61. Determining Whether Resolution Carried

- 1) Subject to **sub-rule (3)**, the Chairperson of a general meeting may, declare that a resolution has been:
 - a) carried; or
 - b) carried unanimously; or
 - c) carried by a particular majority; or
 - d) lost.
- 2) If the resolution is a special resolution, the declaration under **sub-rule (1)** must identify the resolution as a special resolution.
- 3) If a ballot is demanded on any question by the Chairperson of the meeting or by at least 3 other ordinary members present in person:
 - a) the ballot must be taken at the meeting by secret ballot;
 - b) the Chairperson must declare the determination of the resolution on the basis of the ballot.
- 4) A declaration under **sub-rule (1)** must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

62. Minutes of General Meeting

- 1) The Association Manager, or a person authorised by the Board from time to time, must take and keep minutes of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each Annual General Meeting must record:
 - a) the names of the ordinary members attending the meeting; and
 - b) the financial statements or financial report presented at the meeting, as referred to in **Rule 53(3)(b)(ii)**; and
 - c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting.

- 4) The minutes of a general meeting must be entered in the Association's minute file within 30 days after the meeting is held.
- 5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - a) the Chairperson of the meeting; or
 - b) the Chairperson of the next general meeting.
- 6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - a) the meeting to which the minutes relate was duly convened and held; and
 - b) the matters recorded as having taken place at the meeting took place as recorded; and
 - c) any election or appointment purportedly made at the meeting was validly made.

PART 7 – FINANCIAL MATTERS

63. Source of Funds

The funds of the Association may be derived from registration fees, subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

64. Control of Funds

- 1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 2) Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association.
- 3) The Board may authorise the Director of Finance 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.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed/ endorsed by 2 Board members.
- 5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

65. Financial Statements and Financial Reports

- 1) For each financial year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- 2) Without limiting **sub-rule (1)**, those requirements include:
 - a) the preparation of the financial statements; and

- b) if required, the review or auditing of the financial statements or financial report, as applicable; and
- c) the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
- d) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report;
- e) correctly record and explain its transactions and financial position and performance; and
- f) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act;
- g) retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 – GENERAL MATTERS

66. By-laws

- 1) The Board may, by resolution, make, amend or revoke By-laws.
- 2) By-laws may:
 - a) provide for the rights and obligations that apply to any classes of membership; and
 - b) impose restrictions on the Board's powers, including the power to dispose of the Association's assets; and
 - c) impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - d) provide for any other matter the Association considers necessary or convenient to be dealt with in the By-laws.
- 3) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.
- 4) Without limiting **sub-rule (4)**, a by-law made for the purposes of **sub-rule (2)(c)** may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 5) At the request of a member, the Association must make a copy of the By-laws available for inspection by the member within 14 days of receipt of the request.

67. Executing Documents and Common Seal

- 1) The Association may execute a document without using a common seal if the document is signed by 2 Board members.
- 2) If the Association has a common seal:
 - a) the name of the Association must appear in legible characters on the common seal; and

- b) a document may only be sealed with the common seal by the authority of the Board and in the presence of 2 Board members, and each of them is to sign the document to attest that the document was sealed in their presence.
- 3) The Association Manager must make a written record of each use of the common seal.
- 4) The common seal must be kept in the custody of the Association Manager or another Board member authorised by the Board.

68. Provision of Rules

- 1) The Association must provide to a member, upon becoming a member, a copy of the Constitution and By-laws in force at the time of commencement of membership. This may be provided by either electronic transmission, via the website or hard copy.
- 2) The Association must make available to members on request the By-laws, Competition Rules and all policies and procedures applicable to the member.
- 3) Competition Rules must be publicly available prior to the commencement of each playing season.

69. Giving Notices to Members

- 1) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and:
 - a) delivered by hand to the recorded address of the member; or
 - b) sent by prepaid post to the recorded postal address of the member; or
 - c) sent by facsimile or electronic transmission (including via email) to an appropriate recorded number or recorded electronic address of the member.

70. Custody of Books and Securities

- 1) Subject to **sub-rule (2)**, the books and any securities of the Association must be kept in the Association Manager's custody or under the Association Manager's control.
- 2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- 3) **Sub-rules (1) and (2)** have effect except as otherwise decided by the Board.
- 4) The books of the Association must be retained for at least 7 years.

71. Record of Office Holders

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Association Manager's custody or under the Association Manager's control.

In addition to the above the following rules apply:

- 1) The record must set out the details of the Board members and certain others as required under the Act; and
- 2) Members may inspect, make a copy of or take an extract from the record; and

- 3) Members are prohibited from disclosing information in the record except for authorised purposes.

72. Inspection of Records and Documents

In this rule:

- 1) **Sub-rule (2)** applies to a member who wants to inspect:
 - a) the register of members under section 54(1) of the Act; or
 - b) the record of the names and addresses of Board members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - c) any other record or document of the Association.
- 2) The member must contact the Association Manager in writing to make the necessary arrangements for the inspection.
- 3) The inspection must be free of charge.
- 4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.
- 5) The member may make a copy of or take an extract from a record or document referred to in **sub-rule (1)(c)** but does not have a right to remove the record or document for that purpose.
- 6) The member must not use or disclose information in a record or document referred to in **sub-rule (1)(c)** except for a purpose:
 - a) that is directly connected with the affairs of the Association; or
 - b) that is related to complying with a requirement of the Act.

73. Publication by Board Members of Statements About Association Business Prohibited

A Board member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless—

- 1) The Board member has been authorised to do so at a Board meeting; and
- 2) The authority given to the Board member has been recorded in the minutes of the Board meeting at which it was given.

74. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

- 1) The Association may be dissolved or wound up by special resolution at any general meeting or at a Special Meeting called for such purposes. If upon the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to, transferred or distributed equally amongst the members of the Association.
- 2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the entities mentioned in section 24(1) of the Act.

75. Alteration of Constitution

If the Association wants to alter or rescind any of this Constitution, or to make additional rules, the Association may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

76. Transitional arrangements

- (1) Once these rules are adopted and approved by the relevant government department, the following arrangements will be undertaken to allow a new Board to be established:
 - (a) The existing Board at the time of adoption of these rules will become an interim Board until the next annual general meeting of the Association.
 - (b) At the first annual general meeting following the approval of these rules, a Board will be established using the processes outlined in **Rules 26 and 27** and, in order to give effect to two-year Board terms:
 - (i) The President and Director of Finance; and
 - (ii) The Vice president and Director of Competitions shall be elected for one-year terms.
 - (c) For the avoidance of doubt, all subsequent elections for office holders shall be for two-year terms. General Board member terms shall be for one-year terms