

# KANGAS NETBALL CLUB INCORPORATED

## Constitution

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## PART 1 - PRELIMINARY

### 1. Name of Association

The name of the Association is the Kangas Netball Club Incorporated hereafter referred to as 'the Club'.

### 2. Objects

The principle objects are to:

- (a) promote, develop and manage the game of Netball within the Club;
- (b) become affiliated with or subscribe to the Albany Netball Association, Netball WA or any other Club or bodies whose objects are similar;
- (c) abide by the official rules of the International Federations of Netball Associations (IFNA) and the interpretation thereof as determined by the International Federations of Netball Associations (IFNA) and/or Netball Australia Limited;
- (d) promote and conduct Netball competitions and events at Club level;
- (e) manage the representation of the Club in Albany Netball Association events;
- (f) promote, protect and represent the interests of all Kanga Club members.

### 3. Quorum for Committee Meetings

At a committee meeting 50% plus one of committee members constitute a quorum for the conduct of the business of a committee meeting.

### 4. Quorum for General Meetings

At a general meeting 30% of team delegates, or 10 delegates (whichever is the lesser) constitute a quorum for the conduct of the business of a general meeting.

### 5. Financial Year

The financial year shall commence on October 1<sup>st</sup> each year and shall conclude on the 30th September of the following year.

### 6. Terms Used

In these rules, unless the contrary intention appears —

**Act** means the *Associations Incorporation Act 2015*;

**AGM** means the Annual General Meeting;

**ANA** means Albany Netball Association;

**books**, of the Club, 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 the operational guidelines, policies and procedures as determined by the Albany Netball Association;

**club** means the Kangas Netball Club Incorporated;

**committee** means the executive committee of the Club;

**delegate** means the person/s elected or appointed from time to time by a Team to act for and on behalf of that Team and represent the Team 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 statements** mean the financial statements in relation to the Club required under Part 5 Division 3 of the Act;

**financial year** means from 1 October to 30 September in any year;

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

**member** means a person who is an ordinary member of the Association; **register of members** means the register of members referred to in section 53 of the Act;

**rules** mean the section of this Constitution;

**special general meeting** means a meeting convened in accordance with rule 56, at which only business that has been described in the notice may be transacted;

**special resolution** means a resolution passed by 75% of the members present and eligible to vote at a general meeting in accordance with section 51 of the Act;

**subcommittee** means a subcommittee appointed by the committee under rule 53.

## PART 2 - ASSOCIATION TO BE NOT FOR PROFIT BODY

### 7. Not-For-Profit Body

- (1) The property and income of the Kangas Netball Club must be applied solely towards the promotion of the objects of the Club 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.
- (2) A payment may be made to a member out of the funds of the Club only if it is authorised under subrule (3).
- (3) A payment to a member out of the funds of the Club is authorised if it is —
  - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
  - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Club.

### 8. Powers of the Club

Subject to the Act, the Club may do all things necessary to carry out its objects in a lawful manner, including but not limited to:

- (a) raise money by affiliation fees, registration fees, subscriptions and levies grants, sponsorship or otherwise;
- (b) acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
- (c) contract, pay and dismiss employees as deemed necessary to further the objects of the Club;
- (d) open and operate bank accounts;
- (e) enter into any contract it considers necessary or desirable;
- (f) make charges for services and facilities it supplies; and
- (g) do other things necessary or convenient to be done in carrying out its affairs.

## PART 3 - CLUB AND TEAMS

### 9. Clubs and Teams

- (1) The Club is a member of the Albany Netball Association and Netball WA and is required to administer and develop Netball, subject to the direction of the Region and in accordance with the objects of Region.
- (2) The Club shall consist of such Teams as are admitted to membership in accordance with this Constitution.
- (3) The Teams will be required to administer and develop Netball, subject to the direction of the Club and in accordance with the objects of the Club.

### 10. Compliance of Teams

Each Team shall:

- (a) adopt in principle, the objects of the Club and do all that is reasonably necessary to enable the objects of the Club to be achieved;
- (b) elect or appoint one adult Delegate to represent it at General Meetings in accordance with Rule 11 (one Delegate to be appointed the voting Delegate);
- (c) at all times operate with, and promote, mutual trust and confidence between the Club and the Members in pursuit of the objects;
- (d) at all times act on behalf of and in the interests of the members and the sport of Netball;
- (e) abide by the ANA code of conduct and by-laws and any other governing rules;
- (f) maintain a register, in a form and with such details as are acceptable to the Club, of all Individual Members of the Team;
- (g) have a Coach and Manager (with at least one over 18 years of age) prior to registration.
- (h) supply an umpire and scorer/timer as requested by the ANA for their allocated duty.

### 11. Delegates

- (1) Each Team shall appoint one voting Delegate for such term as is deemed appropriate by the Team.
- (2) A Delegate must:
  - (a) be a member of the Club;
  - (b) be appropriately empowered by the appointing Team to consider, make decisions and vote at General Meetings; and
  - (c) not be a Delegate for more than two Teams.
- (3) Failure to supply a delegate to a meeting will result in a penalty as determined by the executive committee.

## PART 4 - MEMBERSHIP

### 12. Members

The Members of the Club shall consist of:

- (a) **Teams** which subject to this Constitution, shall be represented by their Team Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Team;
- (b) **Individual Members**, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (c) **Life Members**, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;
- (d) Any new categories of Members, created in accordance with rule 13 below.

### **13. Creation of New Categories**

The executive committee has the right and power to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights).

### **14. Life Members**

- (1) The criteria for life membership shall be set out in accordance with the ANA By-Laws;
- (2) The Club may upon recommendation of the Executive committee consider the nomination for Life Member at the AGM;
- (3) A resolution of the AGM Meeting to confer life membership must be passed by a special resolution.

### **15. Deeming Provisions**

All persons who were individual members or life members of the Club prior to the time of approval of this Constitution under the Act, shall continue to be acknowledged as Individual Members and Life Members, and will be entitled to such benefits as was conferred on them by the Club.

### **16. Application for Membership**

An application for new membership by individuals must:

- (a) support the objects of the club;
- (b) register with the club via PlayHQ;
- (c) be accompanied by the appropriate fee prior to the commencement of the netball season unless approved by executive committee.

### **17. Discretion to Accept or Reject Applications**

- (1) The committee must consider each application for membership to the Club and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received.
- (3) The committee may delay its consideration of an application if the committee 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 committee must not accept an application unless the applicant —
  - (a) meets the eligibility and application requirements under rule 16;
- (5) The committee may reject an application even if the applicant —
  - (a) is eligible and has applied under rule 16.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (8) Where the Club rejects an application, the Club shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

### **18. Membership Rights**

- (1) An applicant for membership of the Club becomes a member when the committee accepts the application;
- (2) Each person admitted to membership shall be:
  - (a) Bound by the constitution of the Club and the ANA by-laws;
  - (b) Entitled to all privileges of the specified membership;
  - (c) Bound by all resolutions passed by delegates at a General meeting, whether they are present or not at the meeting;
  - (d) Provided with a copy of the Club's constitution and the ANA by-laws or directed to the club website to be able to access the documents on-line.

### **19. When Membership Ceases**

- (1) A person ceases to be a member when any of the following takes place —
  - (a) the individual dies;

- (b) the person resigns from the Club under rule 20;
  - (c) the person is expelled from the Club under rule 28;
  - (d) the person ceases to be a member under rule 22(4).
- (2) Where a Team ceases to be a member, the individual members of that Team may cease or remain members to the extent and for such time, at the discretion of the Executive committee.

## **20. Resignation**

- (1) A member may resign from the Club by giving one months' notice in writing to the Club of such intention to withdraw or resign;
- (2) Upon the expiration of that period of notice, the Member shall cease to be a Member.
- (3) The secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.

## **21. Rights Not Transferable**

The rights of a member are not transferable and end when membership ceases.

## **22. Subscriptions and Fees**

- (1) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to the Club shall be as determined by the Executive committee from time to time, provided it is consistent with any reasonable direction provided by Netball WA.
- (2) Each member must pay the membership subscription, fees and any levies payable to the Treasurer, or another person authorised by the committee to receive payments, as and when decided by the committee.
- (3) Any Member who has not paid all monies due and payable to the Club, the Region or Netball WA within 2 months shall have all rights immediately suspended;
- (4) Such rights will be suspended until the monies are fully paid or otherwise, at the Executive committee's discretion.
- (5) If a person who has ceased to be a member under subrule (3), offers to pay the membership fee after the period referred to in subrule (3) —
  - (a) the committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **23. Register of Members**

- (1) The PlayHQ Administrator shall maintain the register of members and record in that register any change in the membership within 28 days of the change occurring.
- (2) Under section 53(2) of the Act the register must include each member's name and —
  - (a) A contact, postal, residential or email address of each member,
  - (b) The class of membership held by the member, and
  - (c) The date on which the person became a member.
- (3) Each team shall maintain a register of all individual members of the team and shall —
  - (a) Provide a copy of the team register to the PlayHQ Administrator, and
  - (b) Acknowledge a copy of the team register will be sent to ANA.
- (4) A record of committee members and other persons authorised to act on behalf of the Club is required to be maintained by the Administrator.
- (5) The register of members and committee must be kept at the Administrators place of residence, or at another place determined by the committee.

## **24. Inspection of Register**

- (1) Any member can inspect the register free of charge, at a time and place mutually convenient to the club and member.
- (2) A member must contact the Administrator and President to request the inspection.
- (3) The member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (4) The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected with the affairs of the Club.

## **PART 5 - DISPUTES, MEDIATION AND DISCIPLINARY ACTION**

### **25. Resolving Disputes**

- (1) This rule applies to:
  - (a) disputes between members; or
  - (b) disputes between the club and one or more member;that arise under the rules or relate to the rules of the Association.
- (2) In this rule 'member' includes any former member whose membership ceased not more than three months before the dispute occurred.

### **26. Parties to Attempt to Resolve Disputes**

- (1) 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.
- (2) If the parties are unable to resolve the dispute within the time frame in subrule (1) the steps for resolving disputes, outlined within the ANA by-laws and Netball Australia Member Protection Policy will be adopted.
- (3) The ANA Member Protection Information Officer will instigate the process to assist the resolution of grievances, disputes and complaints.

### **27. Disciplinary Action**

- (1) Where the Executive committee is advised or considers that a member has allegedly:
  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws of Albany Netball Association, code of conduct or any resolution or determination of the Executive committee or any duly authorised committee; or
  - (b) Acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Club and/or the sport of Netball; or
  - (c) brought the Club or the sport of Netball into disrepute;the Executive committee may commence or cause to be commenced disciplinary proceedings against that Member.
- (2) The Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms as set out in the ANA by-laws and Netball Australia Member Protection Policy.

### **28. Suspension or Expulsion**

- (1) A member whose membership is suspended or who is expelled from the Club, will be given written notice through the ANA of the outcome.
- (2) 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 Club.
- (3) When a member's membership is suspended, the secretary 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.
- (4) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **PART 6 - EXECUTIVE COMMITTEE**

### **29. Powers of the Executive Committee**

- (1) The Executive Committee of the Kangas Netball Club has the power to manage the affairs of the Club.
- (2) Subject to the Act, these rules, the ANA by-laws and any resolution passed at a general meeting, the management committee has the power to do all things necessary or convenient for the proper management of the affairs of the Club.
- (3) The Executive Committee must take all reasonable steps to ensure that the Club complies with the Act, the by-laws and these rules.

### **30. Responsibilities of Committee Members**

- (1) A Committee Member must exercise their powers and discharge their duties:
  - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
  - (b) in good faith in the best interests of the Club and for a proper purpose.
- (2) A Committee Member or former Committee Member must not improperly use information obtained because they are a Committee Member to:
  - (a) gain an advantage for themselves, their team or another person; or
  - (b) cause detriment to the Club.
- (3) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
  - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
  - (b) agree with the committee on the most appropriate manner to handle the disclosure of interest as set out in the by-laws.
- (4) The Secretary or delegated officer must record every disclosure made by a Committee Member under rule 30(3) in the minutes of the Committee Meeting at which the disclosure is made.
- (5) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Club unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.
- (6) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
  - (a) an indictable offence in relation to the promotion, formation or management of a body corporate; or
  - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner; or
  - (d) an indictable offence involving inappropriate dealings and interaction with children.
- (7) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

### **31. Executive Committee Members**

- (1) The Executive committee members consist of —

- (a) the office holders of the Club; and
  - (b) the appointed committee members.
- (2) The Office holders, as elected in accordance with rule 37 are:
- (a) the president;
  - (b) the vice president;
  - (c) the secretary; and
  - (d) the treasurer.
- (3) The Appointed Committee members, as appointed in accordance with rule 41 are:
- (a) the Uniform Co-ordinator;
  - (b) the Events & Fundraising Co-ordinator;
  - (c) the ANA delegates;
  - (d) the PlayHQ Administrator;
  - (e) the Equipment Co-ordinator;
  - (f) Grade co-ordinators (as required)
  - (g) Publicity and Promotions Convenor;
  - (h) ANA subcommittee convenor;
  - (i) Umpiring Convenor;
  - (j) Coaching Convenor;
  - (k) Kidsport co-ordinator;
  - (l) Member Protection Officer

### **32. Duty of President**

- (1) It is the duty of the President, or in the absence of the President, then the Vice President to
- (a) consult with the secretary regarding the business to be conducted at each committee meeting and general meeting;
  - (b) convene and preside at committee meetings and preside at special and general meetings provided for in these rules;
  - (c) ensure that the minutes of a general meeting or committee meeting are reviewed and signed as correct;
  - (d) report activities to the members at the AGM;
  - (e) carry out any other duty under these rules or by the committee.
- (2) In the absence of the President from a committee or general meeting, the Vice President will chair the meeting.

### **33. Duty of Secretary**

The Secretary has the following duties —

- (a) unless another member is authorised by the committee to do so, maintain on behalf of the Club the register of members, and record in the register any changes in the membership;
- (b) co-ordinate the Club's correspondence;
- (c) consult with the President regarding the business to be conducted at each committee meeting and general meeting;
- (d) prepare the notices required for meetings and for the business to be conducted at meetings;
- (e) maintain on behalf of the Club an up-to-date copy of these rules;
- (f) maintain on behalf of the Club a record of committee members and other persons authorised to act on behalf of the Club;
- (g) ensure the safe custody of the books of the Club, other than the financial records, financial statements and financial reports;
- (h) maintain full and accurate minutes of committee meetings and general meetings;
- (i) carry out any other duty given to the secretary under these rules or by the committee.

### **34. Duty of Treasurer**

The treasurer has the following duties —

- (a) ensure that any amounts payable to the Club are collected and issuing receipts for those amounts in the Club's name;
- (b) pay all monies into such account or accounts of the Club, as the Committee from time to time direct;
- (c) make payments from the funds of the club by cheque or Electronic Funds Transfer (EFT) on the authority of two committee, as approved by the committee;
- (d) ensure that any payments to be made by the Club have been authorised by the committee or at a general meeting are made on time;
- (e) ensure that the Club complies with the relevant requirements of Part 5 of the Act;
- (f) ensure the safe custody of the Club's financial records, financial statements and financial reports;
- (g) coordinate the preparation of the Club's financial statements before their submission to the annual general meeting;
- (h) provide any assistance required by an auditor or reviewer conducting an audit or review of the Club's financial statements or financial reports;
- (i) carry out any other duty given to the treasurer under these rules or by the committee.

### **35. Duty of Vice President**

The Vice President has the following duties -

- (a) oversee and ensure all sub-committees 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 committee.

### **36. Qualifications for Executive Committee**

- (1) Nominees for elected office holder positions must meet the qualifications as prescribed from time to time by the Executive committee and set out in the ANA By-Laws.
- (2) All Executive committee should have knowledge of Netball and its stakeholders and a commitment to the development of Netball.
- (3) Nominees for positions on the Executive committee must declare any position they hold in a Team.

### **37. Election of Executive Committee**

- (1) The Secretary shall call for nominations 28 days before the date of the AGM.
- (2) All Members shall be notified of the call for nominations via team delegates.
- (3) Nominations for Executive office holder positions must be:
  - (a) in writing;
  - (b) signed by a member of Kangas Netball Club;
  - (c) accepted by the nominee, who must be a member of Kangas Netball Club; and
  - (d) received by the Administrator at least seven (7) days prior to the AGM.
- (4) If the number of nominations received for the Executive Committee is equal to the number of vacancies to be filled, the Chairperson must declare the members elected to the position.
- (5) If the number of nominations received for the Executive Committee is less than the vacancies to be filled, the meeting may call for nominations from the members attending the AGM.
- (6) If the number of nominations received for the Executive Committee is greater than the vacancies to be filled, the meeting must vote in accordance with procedures that have been determined by the committee to decide who is to be elected to the position.
- (7) Each member present at the meeting may vote for one member who has nominated for the position.
- (8) A member who has nominated for the position may vote for themselves.
- (9) On the member's election, the new President of the Club may take over as the chairperson of the meeting.

### **38. Term of Appointment for Executive Committee**

- (1) The term of office of an Executive committee member begins when the member —
  - (a) is elected at an annual general meeting or
  - (b) is appointed to fill a casual vacancy under rule 43.
- (2) The Executive committee shall be elected for a term of two years; and elections shall be staggered to avoid the loss of all office bearers in the one year.
- (3) At the first AGM following the adoption of the constitution the President and Treasurer shall be elected.
- (4) At the following AGM the Vice President and Secretary shall be elected.
- (5) All positions shall be eligible for re-election for up to two consecutive terms, subject to being re-elected under rule 37.
- (6) Any office bearer serving three consecutive terms in a position, must have a minimum one term break from that position, before being eligible for re-election.

### **39. Qualifications for Appointed Committee**

- (1) Nominees for Appointed Committee must meet the qualifications as prescribed from time to time by the Executive committee and set out in the ANA By-Laws.

### **40. Appointment of Appointed Committee**

The Executive committee shall appoint the following Appointed committee members –

- a. the Uniform Co-ordinator;
- b. the Events & Fundraising Co-ordinator;
- c. the ANA delegates;
- d. the “PlayHQ” Administrator;
- e. the Equipment Co-ordinator;
- f. Grade Co-ordinators (as required)
- g. Publicity and Promotions Convenor;
- h. ANA subcommittee convenor;
- i. Umpiring Convenor; and
- j. Coaching Convenor.
- k. Kidsport Co-ordinator
- l. Member Protection Officer

### **41. Term of Office for Appointed Committee**

- (1) The term of office of an appointed committee member begins when the member —
  - (a) is appointed by the Executive committee or
  - (b) is appointed to fill a casual vacancy under rule 45.
- (2) All appointed committee members shall be elected for a one-year term, which will commence 1 week after the AGM, until 1 week after the conclusion of the following AGM.
- (3) All appointed positions are eligible for re-appointment for up to 3 terms, if deemed satisfactory by the executive committee.
- (4) Appointments of committee members, serving more than three (3) consecutive terms, will be at the discretion of the executive committee.

### **42. Resignation and Removal of Executive Committee Members**

- (1) An Executive committee member may resign from the committee by written notice to the Club.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or President.
- (3) Subject to rule 44 (1) an executive committee member may only be removed from a position on the Executive committee by resolution at a special general meeting; if 75% of members present and eligible to vote, in favour of the resolution.

- (4) The elected committee member who faces removal from the Committee must be given a full and fair opportunity at the general meeting to state their case as to why they should not be removed.

#### **43. Resignation and Removal of Appointed Committee Members**

- (1) An appointed committee member may resign from the committee by written notice to the Club.
- (2) The resignation takes effect —
  - (a) when the notice is received by the secretary or President.
- (3) The Executive committee may by resolution —
  - (a) remove a committee member from office, prior to the completion of their term; and
  - (b) elect a member who is eligible to fill the vacant position
- (4) The appointed committee member who faces removal from the Committee must be given a full and fair opportunity at a committee meeting to state their case as to why they should not be removed.

#### **44. When Membership of Committee Ceases**

- (1) A person ceases to be a committee member if the person —
  - (a) dies or otherwise ceases to be a member; or
  - (b) resigns from the committee or is removed from office under rule 42 or rule 43; or
  - (c) becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
  - (d) becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - (e) fails to attend 2 consecutive general meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
- (2) Under section 41 of the Act the committee member, as soon as practicable after their membership ceases, must deliver to the committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

#### **45. Filling Casual Vacancies**

- (1) The committee may appoint a member who is eligible to fill a position on the committee that —
  - (a) has become vacant under rule 42 or rule 43; or
  - (b) was not filled by election at the most recent annual general meeting.
- (2) The vacancy shall be filled until the next AGM of the Club.
- (3) Subject to the requirement for a quorum under rule 3, the committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer committee members than required for a quorum under rule 3, the committee may act only for the purpose of —
  - (a) appointing committee members under this rule; or
  - (b) convening a general meeting.

## **PART 7 - COMMITTEE MEETINGS**

#### **46. Committee Meetings**

- (1) The committee must meet not less than six (6) times in each year on the dates and at the times and places determined by the committee.
- (2) The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the AGM at which the committee members are elected and appointed.
- (3) Special committee meetings may be convened by the President or any 4 committee members.

#### **47. Notice of Committee Meetings**

- (1) Notice of each committee meeting must be given to each committee member at least one week 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 subrule (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 committee members at the meeting unanimously agree to treat that business as urgent.

#### **48. Procedure and Order of Business**

- (1) The President or, in the President's absence, the Vice-President must preside as chairperson of each committee meeting.
- (2) If the President or Vice President is absent or unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a committee meeting will be determined from time to time by the committee.
- (4) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (5) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
- (6) A person invited under subrule (5) to attend a committee 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 committee to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

#### **49. Use of Technology at Committee Meetings**

- (1) The presence of a committee member at a committee meeting need not be by attendance in person but may be by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a committee meeting as allowed under subrule (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.

#### **50. Quorum for Committee Meetings**

- (1) No business is to be conducted at a committee meeting unless a quorum is present.
- (2) At a committee meeting 50% plus one committee members constitute a quorum for the conduct of the business of a committee meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting —
  - (a) in the case of a special meeting — the meeting lapses; or
  - (b) otherwise, the meeting is adjourned to the same time, day and place agreed on by the executive
- (4) If —
  - (a) a quorum is not present within 30 minutes after the commencement time of a committee meeting held under subrule (3)(b); and
  - (b) at least 4 committee members are present at the meeting, those members present are taken to constitute a quorum.

#### **51. Voting at Committee Meetings**

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

- (2) A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
- (3) If the votes are divided equally on a question, the President (or Chairperson, if not the President) has a second or casting vote.
- (4) A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a decision.
- (5) If a secret ballot is needed, the President must decide how the ballot is to be conducted.

## 52. Minutes of Committee Meetings

- (1) The committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following —
  - (a) the names of the committee members present at the meeting;
  - (b) the name of any additional persons attending the meeting under rule 48(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;

the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting.

- (3) The chairperson must ensure that the minutes of a committee meeting are reviewed and passed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next committee meeting.
- (4) When the minutes of a committee meeting have been passed 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.

## 53. Subcommittees and Subsidiary Offices

- (1) To help the committee in the conduct of the Club's business the committee may, in writing, do either or both of the following —
  - (a) appoint one or more subcommittees;
  - (b) create one or more subsidiary offices and appoint people to those offices.
- (2) The duties of secretary or treasurer may be vested in a subsidiary office of the club who shall hold office as the Committee determines.
- (3) A person appointed to a subsidiary office shall have no voting rights.
- (4) A subcommittee may consist of the number of people, whether or not members, the committee considers appropriate.
- (5) Each subcommittee must include at least one member of the Executive committee.
- (6) Subject to any directions given by the committee —
  - (a) a subcommittee may meet and conduct business as it considers appropriate; and
  - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

## 54. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —
 

**non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- (2) The committee 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 committee other than —

- (a) the power to delegate; and
- (b) a non-delegable duty.
- (3) 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.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- (5) The delegation does not prevent the committee from exercising or performing at any time the power or duty delegated.
- (6) 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 committee.
- (7) The committee may, in writing, amend or revoke the delegation.

## **PART 8 - GENERAL MEETINGS**

### **55. Annual General Meeting (AGM)**

- (1) The committee must determine the date, time and place of the AGM.
- (2) The AGM must be held within 2 months of the end of the club's financial year.
- (3) A notice convening the AGM shall be sent to all members.
- (4) The ordinary business of the annual general meeting is as follows —
  - (a) to confirm the minutes of the previous Club's AGM and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) receive and consider the committee's annual report on the Clubs activities during the preceding financial year; and
  - (c) if a Tier 1 Association, receive the financial statements of the Club for the preceding financial year;
  - (d) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (e) elect the office holders and committee members of the Club;
  - (f) vote on any life membership nominations;
  - (g) appoint an auditor/s for the following 12 months in accordance with the Act; and
  - (h) any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.
- (5) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

### **56. Special General Meetings**

- (1) The committee may convene a special general meeting.
- (2) The committee must convene a special general meeting if at least 25% of the member teams require a special general meeting to be convened.
- (3) The member teams requiring a special general meeting to be convened must —
  - (a) make the request in writing to the secretary; and
  - (b) state in the notice the special resolution 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 subrule (3).
- (5) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —

- (a) must be held within 3 months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) The Club must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule (5).
  - (8) A special resolution may be moved either at a special general meeting or at an AGM, but all members must be given not less than 7 days notice of the meeting in which a special resolution is to be proposed.
  - (9) The special resolution must be passed by not less than 75% of the eligible and presiding voting members of the club.

### **57. Notice of General Meetings**

- (1) A general meeting may be held on the dates and at the times and places determined by the committee.
- (2) The secretary or, in the case of a special general meeting convened under rule 56, the members convening the meeting, must give to each member at least 7 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (3) 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 committee under rule 37 and rule 41; and
  - (d) if a special resolution is proposed —
    - i. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
    - ii. state that the resolution is intended to be proposed as a special resolution; and
    - iii. comply with rule 56.

### **58. Presiding Member and Quorum for General Meetings**

- (1) The President or, in their absence, a Vice President will be appointed from the committee members, to preside as chairperson of any general meeting.
- (2) No business is to be conducted at a general meeting unless a quorum is present.
- (3) At a general meeting 50% of the team delegates, who are eligible to vote will constitute a quorum for the conduct of business at a general meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting —
  - (a) the meeting is adjourned to —
    - (i) the same time and day in the following week; and
    - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.

### **59. Proxies**

- (1) No proxy votes will be considered at general meeting, special meetings or committee meetings.

### **60. Adjournment of General Meetings**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (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.

### **61. Voting at General Meetings**

- (1) On any question arising at a general meeting each team delegate has one vote —

- (a) subject to subrule (3).
- (2) If votes are divided equally on a question, the President (or in the President's absence, the Vice-President) has a second or casting vote.
- (3) A team delegate is only entitled to vote at a general meeting if all money due and payable by the team has been paid in accordance with rule 11(2).

## 62. When Special Resolutions are Required

- (1) A special resolution must be moved at a general meeting where notice of the special resolution has been given.
- (2) A special resolution is required if it is proposed at a general meeting —
  - (a) to affiliate the club with another body; or
  - (b) amend the name of the Club; or
  - (c) amend the rules; or
  - (d) voluntarily wind up the club; and
  - (e) cancel incorporation.
- (3) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.
- (4) Notice of a special resolution must:
  - (a) be in writing;
  - (b) include the place, date and time of the meeting;
  - (c) include the intention to propose a special resolution; and
  - (d) give notice to all members, in accordance with rule 57(2a).

## 63. Determining Whether Resolution Carried

- (1) In this rule —
  - poll** means the process of voting in relation to a matter that is conducted in writing.
- (2) At a general meeting:
  - (a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands; and
  - (b) A special resolution put to the vote will be decided in accordance with section 24 of the Act, and if a poll is demanded, in accordance with sub-rules (3) and (4)
- (3) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other members present in person —
  - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
  - (b) the chairperson must declare the determination of the resolution on the basis of the poll;
  - (c) the poll must be taken immediately.

## 64. Minutes of General Meeting

- (1) The secretary, or a person authorised by the committee 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 AGM must record —
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements or financial report presented at the meeting, and
  - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 68.
- (4) The President must ensure that the minutes of a general meeting are reviewed and passed as correct by —
  - (a) the chairperson of the meeting; or
  - (b) the chairperson of the next general meeting.
- (5) When the minutes of a general meeting have been passed 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 9 - FINANCIAL MATTERS**

### **65. Financial Year**

The club financial year will be the period of 12 months commencing on 1 October and ending on 30 September of each year.

### **66. Source of Funds**

The funds of the Club may be derived from membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the committee.

### **67. Control of Funds**

- (1) The funds of the club must be kept in an account in the name of the club with a financial institution from which all expenditure of the Club is made and into which all funds received by the Club are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the committee may approve expenditure on behalf of the Association.
- (3) The committee may authorise the treasurer to expend funds on behalf of the Club up to a specified limit, without requiring approval from the committee for each item on which the funds are expended.
- (4) All expenditure above the maximum set by the committee from time to time, in subrule (3) must be approved and ratified at a committee meeting.
- (5) The authorised signatories to the club financial account are to be:
  - (a) president, treasurer and
  - (b) one other committee member or a person authorised by committee.
- (6) All authorised payments or acknowledgement of debt needs to be approved by the treasurer and at least one other of the authorised signatories in subrule (5).
- (7) All funds of the Club must be deposited into the Club's account within 5 working days after their receipt.

### **68. Financial Statements and Financial Reports**

- (1) The Club must keep financial records that:
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (2) The Club must retain its financial records for at least 7 years after the transactions covered by the records are completed.
- (3) For each financial year, the committee must ensure that the requirements imposed on the club under Part 5 of the Act relating to the financial statements or financial report of the club are met.
- (4) Without limiting sub rule (3), those requirements include:
  - (a) if the Association is a tier 1 Association, 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.

### **69. Auditor**

- (1) At the AGM of each alternate year, the members shall appoint an auditor/s at such remuneration as they determine.
- (2) The auditor shall examine the books, accounts, receipts and other financial records of the Club for the current year, and report thereon to the next AGM.

## **PART 10 - GENERAL MATTERS**

### **70. By-Laws**

- (1) The Club will adopt the by-laws of the ANA and Netball WA and all future amendments shall apply;
- (2) The Committee may formulate, issue, adopt, interpret and amend additional by-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and as it thinks necessary or desirable from time to time;
- (3) Such by-laws must be consistent with this Constitution and ANA by-laws;
- (4) All by-laws shall be binding on the members of the Association;
- (5) At the request of a member, the secretary must make a copy of the by-laws available for inspection by the member or direct the member to the appropriate electronic site for them to be viewed.

### **71. Giving Notices to Members**

- (1) A notice or other document that is to be given to a member under these rules 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 electronic transmission to an appropriate recorded number or address of the member.

### **72. Executing Documents and Common Seal**

- (1) The Club may execute a document without using a common seal if the document is signed by:
  - (a) the president; and
  - (b) at least one committee member or person authorised by the committee.
- (2) If the Club has a common seal on which its name appears:
  - (a) the secretary or other committee member authorised by the committee must provide for its safe custody; and
  - (b) it must only be used under resolution of the committee; and
  - (c) it must be fixed and witnessed by at least two authorised committee members.
- (3) The secretary must make a written record of each use of the common seal.

### **73. Indemnification**

Every committee member, employee and volunteer of the club shall be indemnified out of the property of the Club, against any liability incurred by that person in the capacity of committee member, employee or volunteer in defending any proceedings, whether civil or criminal in which judgement is given in favour of that person or in which that person is acquitted.

### **74. Inspection of Records and Documents**

- (1) Subject to these rules, a member is able to inspect the books of the Club free of charge at a time and place that is mutually convenient to the club and member.
- (2) The member must contact the secretary to make the necessary arrangements to inspect -
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club; or
  - (c) any other record or document of the Club.
- (3) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (4) The member may make a copy of or take an extract from a record or document referred to in subrule (3) but does not have a right to remove the record or document for that purpose.

### **75. Distribution of Surplus Property on Winding Up**

- (1) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the surplus property must be given or transferred to another association incorporated under the Act, which has similar objects and which is not carried out for profit or gain to its individual members.
- (2) Such Association shall be determined by special resolution of the members.

### **76. Alteration of Rules**

- (1) If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by special resolution.
- (2) The rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33.
- (3) The required documents must be lodged within one month after the special resolution is passed.

END