CONSTITUTION

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PART 1 - PRELIMINARY

1. Name and Location of Association

The name of the Association is Merredin Netball Association (Inc) ("Association").

The head office of the Association is located in Merredin, Western Australia.

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 Merredin 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 World Netball and the interpretation thereof as determined by the World Netball and /or Netball Australia.
4) Affiliate with Netball WA (Incorporated).
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.

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(8)(a)**;

Affiliated Team means a registered financial Netball team of an Affiliated Club and as otherwise defined in **Rule 11(9)(a)**;

associate member means a member with the rights referred to in **Rule 11(6)**;

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 72**;

Chairperson means the person who has the powers and duties relating to convening and presiding at committee 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;

Committee means the management Committee of the Association, which encompasses all persons elected to the roles referred to in **Rule 20(2)** and must not comprise of more than 2 members from any one Affiliated Club;

committee meeting means a meeting of the Committee;

committee member means a member of the Committee;

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 or Affiliated Team and as otherwise defined in **Rules 11(9)(b) and (c)**;

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. It can be actual, perceived, or potential.

Member means ordinary members and associate members;

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

member means ordinary members and associate members;

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

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

ordinary committee member means a committee member who is not an office holder of the Association under **Rule 28**;

ordinary member means a member with the rights referred to in **Rule 11(5)**;

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

President means the committee 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;

Secretary means the committee member holding office as the Secretary of the Association with the rights and obligations referred to in **Rule 23**;

Special General Meeting means a general meeting of the Association other than the Annual General Meeting as referred to in **Rule 59**;

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 committee under **Rule 44(1)(a)**;

Supplementary member *means an ordinary person who has been appointed as an ordinary 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 and with regards to the rights referred to in rule 11 (5);*

surplus property *means property remaining after satisfaction of:*

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;

Treasurer means the committee member holding office as the Treasurer of the Association.

4. Financial Year

1) The first financial year of a new Association is to be the period notified to the Commissioner under section 7(4)(e) or if relevant section 29(5)(e) of the Act.

2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

3) The Association's financial year will be the period of 12 months commencing on 1st October and ending on 30 September 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 out of the funds of the Association is authorised if it is:

   a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; 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;

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

Under section 4 and 17 of the Act an Association must always have at least 6 members with full voting rights.

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 then 6 ordinary members, 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 must be appointed at the Annual General Meeting of the Association, or from time to time at the discretion of the Management Committee.

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 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 Committee 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 Committee must consider applications in the order in which they are received by the Association.

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) is eligible under **Rule 7**; and

   b) has applied under **Rule 8**.

5) The Committee may reject an application even if the applicant:

a) is eligible under **Rule 7**; and

b) has applied under **Rule 8**.

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.

10. Becoming a Member

1) Subject to **sub-rule (2)**, an applicant for membership of the Association becomes a member when:

a) the Committee 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

1) The Association consists of ordinary members and any associate members provided for under **sub-rule (2)**.

2) The Association may have any class of associate membership approved by resolution at a general meeting.

3) An individual who has not reached the age of 18 years is only eligible to be an associate member.

4) A person can only belong to one class of associate membership.

5) An ordinary member has full voting rights and any other rights conferred on members by this Constitution or approved by resolution at a general meeting or determined by the Committee.

6) An associate member who is subject to these rules, shall have the right to receive notice of, may attend General Meetings and speak, but have no right to debate or vote at General Meetings.

7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

8) Ordinary membership shall be open to:

a) Affiliated Clubs: An Affiliated Club is one or more Affiliated Teams wishing to register as a Club and play interclub matches conducted by the Association.

b) Supplementary Members: an individual who is required to ensure an Association has a minimum of six (6) voting members in Associations where there are less than six (6) affiliated clubs acting as ordinary members.

i) A Supplementary Member ceases to be an ordinary member when the Association has 6 or more Affiliated Clubs

9) Associate membership shall be open to:

a) Affiliated Teams: An Affiliated Team is one team wishing to play, otherwise than through an Affiliated Club, interclub matches conducted by the Association. Minimum of seven (7) registered players shall constitute a team;

b) Individual (Affiliated Club): individuals that are members of an Affiliated Club and may be playing or non-playing members;

c) Individual (Affiliated Team): individuals that are members of an Affiliated Team and may be playing or non-playing members;

d) Community Officials: include non-playing Umpires, and other officials as defined that are not a member of an Affiliated Club or Affiliated Team;

e) Life Members: individuals as appointed by the membership at an Annual General Meeting:

i) The criteria for life membership, as determined by the Committee, shall be set out in the By-laws;

ii) The Committee shall recommend for appointment a Life Member in accordance with the criteria and procedure set out in the By-laws;

iii) Conditions, obligations and privileges of life membership shall be as prescribed in the By-laws.

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 47**;

e) the member ceases to be a member under **Rule 16(4)**.

2) The Secretary 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 Secretary.

2) The resignation takes effect:

a) when the Secretary receives the notice; or

b) if a later time is stated in the notice, at that later time.

3) A member who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the ***owed amount***) at the time of resignation.

4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

5) In the event that an Affiliated Club or an Affiliated Team resigns during a season, the Affiliated Club's or Affiliated Team's members shall be at liberty to transfer their membership and play with any other Affiliated Club or Affiliated Team 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(5)** and end when membership ceases.

Division 2 – Membership fees

16. Membership Fees

1) The Committee 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 Treasurer, or another person authorised by the Committee to accept payments, by the date (the ***due date***) determined by the Committee.

4) If a member has not paid the membership fee by the cut-off 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 Committee.

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 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.

6) Any member which or who has not paid all monies due and payable by that member to the Association shall (subject to the Committee'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 Committee's discretion. In the meantime, the member shall have no automatic right to resign from the Association, and shall be dealt with in the Committee'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 Committee considers appropriate.

Division 3 – Register of members

17. Register of Members

1) The Secretary, or another person authorised by the Committee, 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 Committee.

4) A member who wishes to inspect the register of members must contact the Secretary 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 Committee 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 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 and Affiliated Teams as are admitted to membership in accordance with this Constitution. The Affiliated Clubs and Affiliated Teams 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) 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 these 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 By-laws and Policy which reflect and which are generally in conformity 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) appoint one (1) 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) be entitled to one (1) voting delegate at the Annual General Meeting and Special General Meetings.

   b) A delegate must:

      i) be a member of the Affiliated Club they are delegate for;

ii) not be a member of the Association's Committee;

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 and Affiliated Team shall maintain, in a form and with such details as are acceptable to the Association, a register of all Individual Members and shall provide a copy to the Association upon request;

b) The Affiliated Clubs and Affiliated Teams acknowledge that the Association shall:

i) use the register supplied by the Affiliated Clubs and Affiliated Teams to maintain its register of members; and

ii) provide a copy of the register to Netball WA as requested.

PART 4 – COMMITTEE

Division 1 – Powers of Committee

19. Committee

1) The Committee, as the controlling authority of the Association, 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 Committee members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.

3) Subject to the Act, this Constitution, the By-laws (if any) and any resolution passed at a general meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

4) The Committee must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and the By-laws (if any).

5) The Committee must:

   a) adjudicate on all matters brought before it which in any way effect 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.

Division 2 – Composition of Committee and duties of members

20. Committee Members

1) The committee members consist of:

   a) the office holders of the Association; and

   b) at least one ordinary committee member and not more than three (3) ordinary members.

2) The following are the office holders of the Association:

   a) the President;

   b) the Vice President;

   c) the Secretary;

   d) the Treasurer;

3) A person may be a committee member if the person is:

   a) an individual who has reached 18 years of age;

   b) an Individual Member;

   c) eligible under the Act to be a committee member; and

d) able to demonstrate to the members knowledge of Netball and its stakeholders and a commitment to the development of Netball.

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 Committee at any time who are members of the same Affiliated Club or Affiliated Team.

6) The following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Committee:

   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 Committee Members and Officers

1) For the purposes of this rule, "officers" means committee members and those persons who have the ability to influence the Committee but who do not hold a formal committee 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

1) It is the duty of the President to consult with the Secretary regarding the business to be conducted at each committee meeting and general meeting.

2) The President takes the role of Chairperson and has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in this Constitution. If the President is absent then the Chairperson is as per **Rule 37(1) or (2)** in the case of committee meetings and **Rule 62 (1) or (2)** in the case of general meetings.

23. Secretary

The Secretary has the following duties:

1) Dealing with the Association's correspondence.

2) Consulting with the President regarding the business to be conducted at each committee meeting and general meeting.

3) Preparing the notices required for meetings and for the business to be conducted at meetings.

4) Unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act.

5) Maintaining on behalf of the Association an up-to-date copy of this Constitution, as required under section 35(1) of the Act.

6) Unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of committee members and other persons authorised to act on behalf of the Association, as required by **Rule 77**.

7) Ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.

8) Maintaining full and accurate minutes of committee meetings and general meetings.

9) Carrying out any other duty given to the Secretary under this Constitution or by the Committee.

24. Treasurer

The Treasurer 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 Committee.

3) Ensuring that any payments to be made by the Association that have been authorised by the Committee 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 Treasurer under this Constitution or by the Committee.

Division 3 – Election of Committee Members and Tenure of Office

25. How Members Become Committee Members

A member becomes a committee member if the member:

1) Is elected to the Committee at a general meeting; or

2) Is appointed to the Committee by the Committee to fill a casual vacancy under **Rule 32**.

26. Nomination of Committee Members

1) At least 21 days before an Annual General Meeting, the Secretary must send written notice to all the members:

   a) calling for nominations for election to the Committee; and

   b) stating the date by which nominations must be received by the Secretary to comply with **sub-rule (2)**.

2) A member who wishes to be considered for election to the Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 7 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 committee member.

5) A member whose nomination does not comply with this rule is not eligible for election to the Committee unless the member is nominated under **Rule 27(2) or Rule 28(1)(b)**.

27. Election of Office Holders

1) At the Annual General Meeting, a separate election must be held for each position of office holder of the Association.

2) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the ordinary members at the meeting.

3) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be elected.

4) If more than one member has nominated for a position, the ordinary members at the meeting must vote via a ballot to decide who is to be elected to the position.

5) If the number of nominations is less than the number of vacancies to be filled, those positions can be filled as a casual vacancy under **Rule 32**.

6) Each ordinary member present at the meeting may vote for one member who has nominated for the position.

7) A member who has nominated for the position may vote for himself or herself.

8) The new President of the Association will take over as the President at the conclusion of the Annual General Meeting.

28. Election of Ordinary Committee Members

1) If the number of members nominating for the position of ordinary committee member is not greater than the number to be elected, the Chairperson of the meeting:

   a) must declare each of those members to be elected to the position; and

   b) may call for further nominations from the ordinary members at the meeting to fill any positions remaining unfilled after the elections under paragraph (a).

   c) if the number of nominations is less than the number of vacancies to be filled, those positions can be filled as a casual vacancy under **Rule 32**.

2) If:

   a) the number of members nominating for the position of ordinary committee member is greater than the number to be elected; or

   b) the number of members nominating under **sub-rule (1)(b)** is greater than the number of positions remaining unfilled,

   the ordinary members at the meeting must vote in accordance with procedures that have been determined by the Committee to decide the members who are to be elected to the position of ordinary committee member.

3) A member who has nominated for the position of ordinary committee member may vote in accordance with that nomination.

29. Term of Office

1) The term of office of a committee member begins when the member:

   a) is elected at an Annual General Meeting or under **Rule 28(1)(a)** or **Rule 28 (2)(b)**; or

   b) is appointed to fill a casual vacancy under **Rule 32**.

2) Subject to **Rule 31**, a committee member holds office until the positions on the Committee are declared vacant at the next Annual General Meeting.

3) A committee member may be re-elected, provided that they must hold office for no more than 5 consecutive terms.

30. Resignation and Removal from Office

1) A committee member may resign from the Committee by written notice given to the Secretary 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 Secretary 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 committee member from office; and

   b) elect a member who is eligible under **Rule 20(3)** to fill the vacant position.

4) A committee member who is the subject of a proposed resolution under **sub-rule (3)(a**) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

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

31. 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 30**; 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 3 consecutive committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

2) Where a person ceases to be a member of the Committee, the person must, as soon as practicable after their membership ceases, deliver to a member of the Committee all of the relevant documents and records they hold pertaining to the management of the Association's affairs.

32. Filling Casual Vacancies

1) The Committee may appoint a member who is eligible under **Rule 20(3)** to fill a position on the Committee that:

   a) has become vacant under **Rule 31**; or

   b) was not filled by election at the most recent Annual General Meeting or under **Rule 30(3)(b)**.

2) If the position of Secretary becomes vacant, the Committee 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 40**, 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 40**, the Committee may act only for the purpose of:

   a) appointing committee members under this rule; or

   b) convening a general meeting.

33. Validity of Acts

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

34. Payments to Committee Members

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

1) A 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 committee meeting; or

b) in attending a general meeting; or

c) otherwise in connection with the Association's business.

2) A payment to a value to be determined by unanimous resolution of the Association, may be paid to an office holder. Payments, to a value to be determined by unanimous resolution of the Association at a general meeting, may be paid to a committee member.

Division 4 – Committee meetings

35. Committee Meetings

1) The Committee must meet at least 4 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 Annual General Meeting at which the committee members are elected.

3) Special committee meetings may be convened by the President or any 2 committee members.

36. Notice of Committee Meetings

1) Notice of each committee meeting must be given to each committee 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 committee members at the meeting unanimously agree to treat that business as urgent.

37. 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 and Vice-President are absent or are 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 must 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 **sub-rule (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.

38. Material Personal Interests of Committee Members

1) A committee member who has a material personal interest in a matter being considered at a committee 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 Committee; 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 Committee who has a material personal interest in a matter being considered at a meeting of the Committee 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 committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

39. Use of Technology to be Present 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 **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.

40. Quorum for Committee Meetings

1) At meetings of the Committee the number of committee members whose presence or participation is required to constitute a quorum is the majority which is defined as 50% of the Committee plus 1.

2) Subject to **Rule 32(4),** no business is to be conducted at a committee 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.

41. 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 Chairperson of the meeting has a second or casting vote.

42. 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 person attending the meeting under **Rule 37(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 committee member's material personal interest in a matter being considered at a committee meeting.
3) The minutes of a committee meeting must be entered in the Association's minute file within 30 days after the meeting is held.
4) The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
    a) the Chairperson of the meeting; or
    b) the Chairperson of the next committee meeting.
5) When the minutes of a committee 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.

43. Circular Resolutions Without a Meeting

1) Subject to **Rule 43(2)**, the committee may pass a circular resolution without a committee meeting being held.
2) The Committee 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 committee member; and
    c) a matter that must be dealt with by special resolution.
3) A circular resolution is passed if all of the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in **Rule 43(4).**
4) Each committee 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 committee members and the committee 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

44. Subcommittees and Subsidiary Positions

1) To help the Committee in the conduct of the Association'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 positions and appoint people to those positions.

2) A subcommittee may consist of the number of people, whether or not members, that the Committee 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 Committee:

   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.

45. Delegation to Subcommittees and Holders of Subsidiary Offices

1) 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.

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 Committee specifies in the document by which the delegation is made.

4) The delegation does not prevent the Committee 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 Committee.

6) The Committee may, in writing, amend or revoke the delegation.

PART 5 – DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 – Term used

46. 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

47. Suspension or Expulsion

1) The Committee may decide to suspend a member's membership or to expel a member from the Association if the 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, the Associations Codes of Conduct, the Netball Australia Member Protection Policy and other relevant Netball Australia Policies or any resolution or determination of the Committee 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 Committee 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 By-Laws.

2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the Committee.

3) The notice given to the member must state:

   a) when and where the committee 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 Committee about the proposed suspension or expulsion.

4) At the committee meeting, the committee 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 Committee 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 Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

6) The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under **sub-rule (6)**, give written notice to the Secretary requesting:

   a) An appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or

   b) request the appointment of an independent mediator under **Rule 55** of this Constitution.

8) If notice is given under **sub-rule (7)**, the member who gives the notice and the Committee are the parties to the mediation.

9) Records of all meetings must be kept for a period of 12 months.

48. 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 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.

3) 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.

Division 3 – Resolving disputes

49. 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.

50. 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.

51. 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.

52. 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 51**, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

   a) the parties to the dispute; and

   b) the matters that are the subject of the dispute.

2) Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

3) The Secretary must give each party to the dispute written notice of the committee 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 committee 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 Committee about the dispute.

5) If:

   a) the dispute is between one or more members and the Association; and

   b) any party to the dispute gives written notice to the Secretary stating that the party:

      i) does not agree to the dispute being determined by the Committee; and

      ii) requests the appointment of a mediator under **Rule 55**,

   the committee must not determine the dispute.

53. Determination of Dispute by Committee

1) At the committee meeting at which a dispute is to be considered and determined, the Committee must:

   a) give each party to the dispute, and/or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and

   b) give due consideration to any submissions so made; and

   c) determine the dispute.

2) The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

3) A party to the dispute may, within 14 days after receiving notice of the Committee's determination under **sub-rule (1)(c)**, give written notice to the Secretary requesting the appointment of an independent mediator under **Rule 55**.

4) If notice is given under **sub-rule (3)**, each party to the dispute is a party to the mediation.

Division 4 – Mediation

54. Application of Mediation Rules

1) This section applies if written notice has been given to the Secretary requesting the appointment of a mediator:

   a) by a member under **Rule 47(7)(b)**; or

   b) by a party to a dispute under **Rule 52(5)(b)(ii)** or **Rule 53(3)**.

2) If this section applies, a mediator must be chosen or appointed under **Rule 55**.

55. Appointment of Mediator

1) The mediator must be a person chosen:

   a) if the appointment of a mediator was requested by a member under **Rule 47(7)(b)** — by agreement between the member and the committee; or

   b) if the appointment of a mediator was requested by a party to a dispute under **Rule 52(5)(b)(ii)** or **Rule 53(3)** — by agreement between the parties to the dispute.

2) If there is no agreement for the purposes of **sub-rule (1)(a) or (b)**, then, subject to **sub-rule (3)**, a representative from the management of Netball WA will appoint the mediator.

3) The person appointed as mediator by Netball WA may be a member or former member of the Association, but must not:

   a) have a personal interest in the matter that is the subject of the mediation; or

   b) be biased in favour of or against any party to the mediation.

56. Mediation Process

1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

3) In conducting the mediation, the mediator must:

   a) give each party to the mediation every opportunity to be heard; and

   b) allow each party to the mediation to give due consideration to any written statement given by another party; and

   c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

4) The mediator cannot determine the matter that is the subject of the mediation.

5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

57. If Mediation Results in Decision to Suspend or Expel Being Revoked

If:

1) Mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under **Rule 47(7)(b)**; and

2) As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

PART 6 – GENERAL MEETINGS OF ASSOCIATION

58. Annual General Meeting

1) The Committee must determine the date, time and place of the Annual General Meeting, but must be held within 6 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 Secretary 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 Committee'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 committee 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.

59. Special General Meetings

1) The Committee may convene a Special General Meeting.

2) The Committee must convene a Special General Meeting if at least 20% of the 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 Secretary; 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 committee 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-month 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)**.

60. Notice of General Meetings

1) The Secretary or, in the case of a Special General Meeting convened under **Rule 59(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 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.

61. 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.

62. 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 committee members at the meeting must choose one of them to act as Chairperson of the meeting.

3) At a general meeting, the lesser of 6 ordinary members or 75% of the ordinary members present in person 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 Annual General Meeting held under **sub-rule (5)(b)** i.e. the adjourned Annual General Meeting; and

b) at least 50% of the ordinary members are present at the meeting, those members present are taken into constitute a quorum.

63. 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 60**.

64. Voting at General Meeting

1) On any motion arising at a general meeting:

a) each ordinary member has one vote to be exercised by the ordinary member's appointed delegates; and

b) ordinary members (Affiliated Clubs) are represented by individuals, who are a member of that Affiliated Club, to vote on behalf of the Affiliated Club on any question at a particular general meeting or at any general meeting.

2) Except in the case of a special resolution, a motion is carried if a majority of the ordinary members present 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 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 ordinary member, the ordinary member:

a) must have been an ordinary member at the time notice of the meeting was given under **Rule 60**; and

b) must have paid any fee or other money payable to the Association by the member.

65. 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.

2) **Sub-rule (1)** does not limit the matters in relation to which a special resolution may be proposed.

66. 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.

67. 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 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 58(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

68. 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 Committee.

69. 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 Committee may approve expenditure on behalf of the Association.

3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee 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 committee members.

5) All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

70. Financial Statements and Financial Reports

1) For each financial year, the Committee 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.

71. Sponsorship

In order that the Association continues to observe and abide by Netball Australia interpretation of the amateur status of players, any Affiliated Club seeking sponsorship must notify the Association in writing.

PART 8 – GENERAL MATTERS

72. By-laws

1) Any changes to the By-Laws and/or Competition Rules must be passed by resolution and notification in writing must be provided to Affiliated Clubs at least 30 days prior to the commencement of any Netball competition.

2) The Committee may, by resolution, make, amend or revoke By-laws.

3) By-laws may:

   a) provide for the rights and obligations that apply to any classes of associate membership approved under **Rule 11(2)**; and

   b) impose restrictions on the Committee'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.

4) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or this Constitution.

5) Without limiting **sub-rule (4),** a by-law made for the purposes of **sub-rule (3)(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.

6) 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.

73. Executing Documents and Common Seal

1) The Association may execute a document without using a common seal if the document is signed by 2 committee 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 Committee and in the presence of 2 committee members, and each of them is to sign the document to attest that the document was sealed in their presence.

3) The Secretary must make a written record of each use of the common seal.

4) The common seal must be kept in the custody of the Secretary or another committee member authorised by the Committee.

74. 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. A hard copy must be provided if requested.

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.

75. 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 to an appropriate recorded number or recorded electronic address of the member.

76. Custody of Books and Securities

1) Subject to **sub-rule (2)**, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary'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 Committee.
4) The books of the Association must be retained for at least 7 years.

77. Record of Office Holders

The record of committee 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 Secretary's custody or under the Secretary's control.

In addition to the above the following rules apply:

1) The record must set out the details of the committee 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.

78. 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 committee 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 Secretary 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 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.

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.

79. Publication by Committee Members of Statements About Association Business Prohibited

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

1) The committee member has been authorised to do so at a committee meeting; and

2) The authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

80. 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.

81. 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.