[Insert Organisation Logo Here]

**[Insert Organisation Name]**

Constitution

**[Insert Date Here]**

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**YOU SHOULD SEEK YOUR OWN ADVICE (LEGAL OR OTHERWISE) TO ENSURE YOUR CONSTITUTION IS BOTH SUITABLE TO YOUR NEEDS AND COMPLIES WITH THE RELEVANT LEGISLATION UNDER WHICH YOUR ORGANISATION IS INCORPORATED AND ANY OTHER LEGISLATION THAT IS APPLICABLE TO YOUR ORGANISATION.**

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**USE OF THIS TEMPLATE**

This is a template constitution for a Netball Association registered with Netball WA (Inc). (NWA) In order to be able to use this template, the Association must be registered (or applying to become registered) as an incorporated association under the *Associations Incorporations Act 2015 (WA)* (**Act**) and must comply with the Act. The template uses, and in some cases, adapts the wording used in the *Model Rules* provided under the Act for use by incorporated associations. It has also been designed to align with NWA affiliation and policies and procedures. There are notes and options for consideration with respect to best practice governance principles.

Yellow highlighted sections are for the Association to consider and insert/adjust as appropriate.

This template uses Notes boxes that provide cross references to the Act or comment generally, where thought appropriate.

The Notes boxes are colour coded for ease of reference as follows:

Legislation – Blue

General Guidance - Green

All Notes boxes, yellow highlights, the above Disclaimer and the “Template” watermark should be deleted prior to finalisation and circulation of the constitution to members with Notice of Motion/Special Resolution for the constitution to be adopted.

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# **PART 1 - PRELIMINARY**

## **Name and Location of Association**

The name of the Association is ‘insert organisation name here’ (“Association”).

The head office of the Association is located in ‘insert town/suburb here’, Western Australia.

Ensure the full legal Name (as registered with Department of Commerce - Associations Branch) is inserted here.

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

Note: Not-for Profit: Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Note: Act Requirements: Powers of Incorporated Association - Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes.

## **Terms Used**

In this Constitution, unless the contrary intention appears:

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

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

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

***Affiliated Team*** means a registered financial Netball team of an Affiliated Club and as otherwise defined in **Rule 11(2)**;

***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:

1. a register;
2. financial records, financial statements or financial reports, however compiled, recorded or stored;
3. a document;
4. any other record of information;

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

***Chairperson*** means the person who has the powers and duties relating to convening and presiding at 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 and appointed to the Committeeand must not comprise of more than 2 members from any one Affiliated Club or family;

***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:

* 1. invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
  2. documents of prime entry; and
  3. working papers and other documents needed to explain:
     1. the methods by which financial statements are prepared; and
     2. 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 **Rule 11**;

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

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

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

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

***Netball Australia*** means Netball Australia Limited ACN 003 142 818

***Netball WA*** means Netball WA (Inc) Registration number A0650051N

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

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

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

***President*** means the 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 54**;

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

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

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

***surplus property*** means property remaining after satisfaction of:

* 1. the debts and liabilities of the Association; and
  2. 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 with the rights and obligations referred to in **Rule 24**.

## **Financial Year**

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

Note: Amend financial year if necessary. This financial year is recommended as it encapsulates an entire netball season. Some Associations use 1 November to 31 October.

# **PART 2 – ASSOCIATION TO BE NOT FOR PROFIT BODY**

## **Not-for-profit Body**

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised under **Rule 5(3)**.
3. A payment to a member (including but not limited to a Committee or Sub Committee member) out of the funds of the Association is authorised if it is:
   1. the payment in good faith to the member, including a Committee member or subcommittee member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business. Prior to such payment being made to a Committee or Sub Committee member, it must first be approved by the voting members at a general meeting;

or

* 1. 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
  2. the payment of reasonable rent to the member for premises leased by the member to the Association; or
  3. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

## **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:
   1. In any security in which trust monies may lawfully be invested; or
   2. 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**

Note: Act Requirements: Membership - Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

## **Eligibility for Membership**

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

## **Applying for Membership**

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

## **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:
   1. is eligible under **Rule 7**; and
   2. has applied under **Rule 8**.
5. The Committee may reject an application even if the applicant:
   1. is eligible under **Rule 7**; and
   2. 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.

## **Becoming a Member**

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

## **Classes of Membership**

The Association shall consist of the following classes of membership:

1. Affiliated Clubs being one or more Affiliated Teams wishing to register as a Club and play interclub matches conducted by the Association and, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
2. Affiliated Teams being one team wishing to play, otherwise than through an Affiliated Club, interclub matches conducted by the Association, comprising a minimum of five (5) registered players and, subject to this Constitution shall have the right to receive notice of general meetings and to be present but not debate nor vote at general meetings.
3. Individual Members, including but not limited to players, coaches, volunteers, committee members of as registered with an Affiliated Club or Affiliated Team and, subject to this Constitution shall have the right to receive notice of general meetings and to be present but not debate nor vote at general meetings.
4. Life Members, being a natural person as appointed by the Committee and, subject to this Constitution shall have the right to receive notice of general meetings and to be present but not debate nor vote at general meetings.
   1. The criteria to be satisfied for the awarding of Life Membership and the process for nomination and appointment shall be contained within the Club’s Policies.
   2. At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members (if any).
5. Supplementary Members who, subject to this Constitution shall have the right to receive notice of general meetings and to be present, debate and vote at general meetings.
   1. A Supplementary Member ceases to be a member when the Association has 6 or more Affiliated Clubs.

## **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.

## **When Membership Ceases**

1. A member ceases to be a member when any of the following takes place:
   1. for a member who is an individual, the individual dies;
   2. for a member who is an Affiliated Club, the Affiliated Club is wound up;
   3. the member resigns from the Association under **Rule 14**;
   4. the member is expelled from the Association under **Rule 46**;
   5. 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.

## **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:
   1. when the Secretary receives the notice; or
   2. if a later time is stated in the notice, at that later time.
3. Resignation by failure to pay subscription
   * + 1. Subject to **subrule (4)**, a Member is taken to have resigned if:
4. the Member's annual subscription (or any other debt owed to the Association) is outstanding 30 days after it was due for payment; or
5. where no annual subscription is payable:
   * + - 1. the Committee has made a written request to the Member to confirm that they wish to remain a Member; and
         2. the Member has not, within one month after receiving that request, confirmed in writing that they wish to remain a Member.
6. Should a sufficient explanation be made to the Committee for the failure to pay the subscription or reason for not responding to a request, the Committee shall have the power to restore the Membership upon payment of the amount due (if any).
7. Discontinuance for Failure to Renew Membership of the Association (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Association before the date set for renewal by the Committee.
8. Forfeiture of Rights

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

1. A member who has resigned from membership of the Association remains liable for any fees and or outstanding monies that are owed to the Association (the owed amount) at the time of resignation.
2. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
3. 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.

## **Rights Not Transferable**

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

# **Division 2 – Membership fees**

## **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 due date as advised, the member ceases to be a member on that date, unless prior written arrangement has been obtained to the contrary, from the 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:
   1. the Committee may, at its discretion, accept that payment; and
   2. if the payment is accepted, membership is reinstated from the date the payment is accepted.
6. Any member which or who has not paid all monies due and payable by that member to the Association shall (subject to the 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 may 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**

## **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 which may be in electronic format with appropriate cloud based backup system.
4. A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
5. If:
   1. 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
   2. 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 the Association may charge any associated administration costs to comply with the above clause.

Note: Act Requirements: Register of members

Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.

Under section 53(2) of the Act the register of members must include each member’s name and a residential, postal or email address.

Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

Under section 56 of the Act the management committee may determine a reasonable charge for providing a copy of the register.

# **Division 4 – Affiliation Requirements**

## **Association and Affiliated Clubs and Affiliated Teams**

1. Association:
   1. 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;
   2. 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:
   1. As a condition of membership, each Affiliated Club and Affiliated Team must:
      1. upon admission to membership, register its colours and uniforms with the Association;
      2. at all times operate with, and promote, mutual trust and confidence between the Association and the Affiliated Club’s or Affiliated Team’s members in pursuit of the objects and at all times act on behalf of and in the interests of the Affiliated Club’s or Affiliated Team’s members and the sport of Netball;
      3. adopt in principle, the objects of the Association and adopt Policies and if appropriate By-laws which reflect and are aligned with this Constitution;
      4. do all that is reasonably necessary to enable the objects of the Association to be achieved;
      5. comply with the Constitution, By-laws and Policies of the Association;
      6. comply with the Association’s Competition Rules;
      7. In the case of an Affiliated Club, appoint one voting delegate and one substitute voting delegate at any time, provided that the Affiliated Club may change its voting delegate and substitute by notice in writing to the Association; and
      8. Each Affiliated Club is entitled to one (1) vote to be exercised by its voting delegate at the Annual General Meeting and any Special General Meetings.
   2. A delegate must:
      1. be a member of the Affiliated Club they are the delegate for;
      2. not be a member of the Association’s Committee;
      3. be empowered by the Affiliated Club to vote at meetings in the best interest of the Affiliated Club;
      4. be a delegate for only one Affiliated Club; and
      5. be at least 18 years of age.
3. Register of Members:
   1. Each Affiliated Club and Affiliated Team shall maintain, in a form and with such details as are acceptable to the Association, including but not limited to any electronic database or CRM, a register of all Individual Members and shall provide a copy to the Association upon request;
   2. The Affiliated Clubs and Affiliated Teams acknowledge that the Association shall:
      1. use the register supplied by the Affiliated Clubs and Affiliated Teams to maintain its register of members; and
      2. provide a copy of the register to Netball WA as and when required.

# **PART 4 – COMMITTEE**

# **Division 1 – Powers of Committee**

## **Committee**

1. The Committee, 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 policies, 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, the policies and By-laws (if any).
5. The Committee must:
   1. adjudicate on all matters brought before it which in any way affect the Association or the game of Netball;
   2. fix fees and subscriptions payable by Affiliated Clubs and Affiliated Teams 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;
   3. review the Association's performance in achieving its pre-determined aims and objectives; and
   4. monitor the Association’s implementation of policies and By-laws (if any).

# **Division 2 – Composition of Committee and duties of members**

## **Committee Members**

1. The committee members consist of:
   1. the office holders of the Association; and
   2. a minimum of one (1) and up to three (3) general Committee members that may be allocated specific roles or positions at the Association (General Committee members); and
   3. up to two (2) Committee members, to be appointed by the Committee members referred to in **Rule 20(1)(a)** and **20(1)(b)** (Appointed Committee members).
2. The following are the office holders of the Association:
   1. the President;
   2. the Vice President;
   3. the Secretary;
   4. the Treasurer;
3. A person may be a committee member if the person is:
   1. an individual who has reached 18 years of age;
   2. In the case of an office holder or General Committee member, an Individual Member;
   3. eligible under the Act to be a committee member;
   4. in the case of an office holder of the Association, able to demonstrate to the members knowledge of Netball and its stakeholders and a commitment to the development of Netball or relevant business or sport governance or administration skills.
   5. For the avoidance of doubt, an Appointed Committee Member need not be an Individual Member.
4. A person must not hold 2 or more of the offices mentioned in **sub-rule (2)** at the same time.
5. There must be no more than 2 persons on the Committee at any time who are members of the same Affiliated Club, Affiliated Team or family.
6. The following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Committee:
   1. a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
   2. a person who has been convicted, within or outside the State, of Western Australia, of;
      1. an indictable offence in relation to the promotion, formation or management of a body corporate; or
      2. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
      3. an offence under Part 4 Division 3 or section 127 of the Act;
   3. **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.

Note: Best Practice Governance: Committee size of between 7 and 9 with a mix of elected and appointed members. Allows for diversity of skills, experience, gender, ethnicity etc which promotes breadth and depth of input into decision making. Associations should determine what number of committee members is right for them and amend the numbers shaded in yellow accordingly.

## **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:
   1. were an officer of the Association in the Association’s circumstances; and
   2. 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:
   1. in good faith in the best interests of the Association; and
   2. for a proper purpose.
4. An officer of the Association must not improperly use his or her position to:
   1. gain an advantage for the officer or another person; or
   2. 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:
   1. gain an advantage for the person or another person; or
   2. cause detriment to the Association.

## **President and Vice 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 shall be determined in accordance with **Rule 36(1) or (2)** in the case of committee meetings and **Rule 57 (1) or (2)** in the case of general meetings.
3. It is the duty of the Vice President to:
4. oversee and ensure all sub-committees (if any) are responsible and accountable;
5. provide support and assistance to the President;
6. in the absence of the president, undertake all the roles and responsibilities of the President;
7. carry out any other duty given to the Vice President under these rules or by the committee.

## **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 71**.
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.

Note: If the Association employes a General Manager/Executive Officer or equivalent the Constitution should be amended if this person undertakes the secretarial role.

## **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**

## **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 31**.

## **Nomination of Committee Members**

1. At least 28 days before an Annual General Meeting, the Secretary must send written notice to all the members:
   1. calling for nominations for election to the Committee; and
   2. 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 14 days before the Annual General Meeting.
3. The written notice must include a statement by another member in support of the nomination.
4. A member may nominate for one specified position of office holder of the Association or to be an ordinary committee member.

## **Election of Committee Members**

1. At the Annual General Meeting, a separate election must be held for each position on the Committee.
2. If there is no nomination for a position(s), the Chairperson of the meeting shall declare the position(s) vacant.
3. If only one member has nominated for a position, or there are only sufficient nominations for the positions available, the members entitled to vote at the meeting must nevertheless still vote in accordance with procedures that have been determined by the Committee to decide whether the member(s) should be elected to the position(s).
4. If more than one member has nominated for a position, the members entitled to vote 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 31**.
6. Each member entitled to vote and present at the meeting may vote for one member who has nominated for a position.
7. A member who has nominated for a position may vote for themselves.

Note: Election of Committee Members: Subrule (3) requires that the members still vote if there is only one nomination for a position. Members retain the right to determine suitability of nominees.

## **Term of Office**

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

## **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:
   1. when the notice is received by the Secretary or President; or
   2. if a later time is stated in the notice, at the later time.
3. At a general meeting, the Association may by resolution:
   1. remove a committee member from office; and
   2. 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.

## **When Membership of Committee Ceases**

1. A person ceases to be a committee member if the person:
   1. dies or otherwise ceases to be a member; or
   2. resigns from the Committee or is removed from office under **Rule 29**; or
   3. becomes ineligible to accept an appointment or act as a committee member under section 39 of the Act;
   4. becomes permanently unable to act as a committee member because of a mental or physical disability; or
   5. 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.

Note: Act requirements: handing over documents and records – where a person ceases to be a member of the association’s committee section 41 of the Act requires that person to, 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.

## **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:
   1. has become vacant under **Rule 30**; or
   2. was not filled by election at the most recent Annual General Meeting or under **Rule 29(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 39**, 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 39**, the Committee may act only for the purpose of:
   1. appointing committee members under this rule; or
   2. convening a general meeting.

## **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.

## **Payments to Committee Members**

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

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

Note: Payments to Committee Members: Associations should have a clause to this effect if they wish to in certain circumstances reimburse Committee members for out of pocket expenses.

# **Division 4 – Committee meetings**

## **Committee Meetings**

1. The Committee must meet at least ‘insert number of times here’ 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.

Note: Committee Meetings: Associations should consider minimum number of meetings required. The Association should meet as often as necessary to ensure the Association is governed and operated appropriately. The amount stated above is the minimum.

## **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.

## **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:
   1. has no right to any agenda, minutes or other document circulated at the meeting; and
   2. must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
   3. cannot vote on any matter that is to be decided at the meeting.

## **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:
   1. 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
   2. 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:
   1. that exists only because the member:
      1. is an employee of the Association; or
      2. is a member of a class of persons for whose benefit the Association is established; or
      3. 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.

## **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.

## **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 31(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.

## **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 shall not have a second or casting vote and the motion will be lost.

## **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:
   1. the names of the committee members present at the meeting;
   2. the name of any person attending the meeting under **Rule 36(5)**;
   3. the business considered at the meeting;
   4. any motion on which a vote is taken at the meeting and the result of the vote;
   5. 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 (which may be a cloud based electronic backed up system, within 30 days after the meeting is held.
4. The President must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
   1. the Chairperson of the meeting; or
   2. 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:
   1. the meeting to which the minutes relate was duly convened and held; and
   2. the matters recorded as having taken place at the meeting took place as recorded; and
   3. any appointment purportedly made at the meeting was validly made.

## **Circular Resolutions Without a Meeting**

1. Subject to **Rule 42(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:
   1. the removal of an auditor;
   2. the appointment or removal a committee member; and
   3. a matter that must be dealt with by special resolution.
3. A circular resolution is passed if the majority of the committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in **Rule 42(4).**
4. Each committee member may sign:
   1. a single document setting out the resolution and containing a statement that they agree to the resolution; or
   2. 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**

## **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:
   1. appoint one or more subcommittees;
   2. 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:
   1. a subcommittee may meet and conduct business as it considers appropriate; and
   2. 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.

## **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:
   1. the power to delegate; and
   2. 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**

## **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**

## **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:
   1. breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies, By-Laws, the Associations Codes of Conduct, and any other relevant Netball Australia or Netball WA Policies or any resolution or determination of the Committee or;
   2. 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
   3. 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 Associations, Netball WA’s or Netball Australia’s Policies and Procedures or By-Laws.

1. 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.
2. The notice given to the member must state:
   1. when and where the committee meeting is to be held; and
   2. the grounds on which the proposed suspension or expulsion is based; and
   3. 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.
3. At the committee meeting, the committee must:
   1. 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
   2. give due consideration to any submissions so made; and
   3. decide:
      1. whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or
      2. whether or not to expel the member from the Association.
4. A decision of the Committee to suspend the member’s membership or to expel the member from the Association takes immediate effect.
5. 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.
6. A member whose membership is suspended or who is expelled from the Association may, within 7 days after receiving notice of the Committee’s decision under **subrule (6)**, give written notice to the Secretary appealing the decision, and setting out the grounds of appeal.
7. If notice is given under **subrule (7)**, the Association in a general meeting, having afforded the member the right to make verbal or written representations, may confirm or set aside the decision of the Committee.

## **Consequences of Suspension**

1. During the period a member’s membership is suspended, the member:
   1. loses any rights (including voting rights) arising as a result of membership; and
   2. 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:
   1. that the member’s membership is suspended; and
   2. the date on which the suspension takes effect; and
   3. 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**

## **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.

## **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.

## **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.

## **How Grievance Procedure is Started**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by **Rule 50**, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
   1. the parties to the dispute; and
   2. 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:
   1. when and where the committee meeting is to be held; and
   2. 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.

## **Determination of Dispute**

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

# **PART 6 – GENERAL MEETINGS OF ASSOCIATION**

## **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:
   1. 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;
   2. to receive and consider:
      1. the Committee’s annual report on the Association’s activities during the preceding financial year; and
      2. the financial statements of the Association for the preceding financial year presented under Part 5 of the Act.
   3. to elect the office holders of the Association and other committee members;
   4. 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.

Note: Legislation: Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association’s financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

## **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 voting members require a Special General Meeting to be convened.
3. The members requiring a Special General Meeting to be convened must:
   1. make the request by written notice given to the Secretary; and
   2. state in the notice the business to be considered at the meeting; and
   3. 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)**:
   1. must be held within 2-months after the date the original request was made; and
   2. 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)**.

## **Notice of General Meetings**

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

Note: Abridgement of Time: Rule 55(3) allows members to agree to shorter notice having been given for general meetings provided a resolution to this effect is passed by special resolution (75% majority). This rule could be used for example if through technological fault or administrative oversight the notice was a day short of that required to be given under the rules.

## **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.

## **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 xx or 50% of members entitled to vote and present at the meeting constitute a quorum.
4. No business is to be conducted at a general meeting unless a quorum is present.
5. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
   1. in the case of a Special General Meeting — the meeting lapses; or
   2. 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;
   3. The adjourned meeting must be held within 1 month of adjournment.
6. If:
   1. a quorum is not present within 30 minutes after the commencement time of an adjourned Annual General Meeting, six members entitled to vote and present are taken to constitute a quorum.

Note: Quorum for General Meetings: Clubs should consider minimum number for a quorum at a general meeting and insert this number above. Template has the minimum of six. The template provides that at an adjourned meeting (for a lack of quorum) those members present will constitute a quorum. This enables Associations to conduct AGM’s and comply with the Act when the “initial” number for a quorum is not able to be achieved.

## **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:
   1. if there is insufficient time to deal with the business at hand; or
   2. to give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with **Rule 55**.

## **Voting at General Meeting**

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

## **When Special Resolutions are Required**

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

## **Determining Whether Resolution Carried**

1. Subject to **sub-rule (3),** the Chairperson of a general meeting may, declare that a resolution has been:
   1. carried; or
   2. carried unanimously; or
   3. carried by a particular majority; or
   4. 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:
   1. the ballot must be taken at the meeting by secret ballot;
   2. 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.

## **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:
   1. the names of the ordinary members attending the meeting; and
   2. the financial statements or financial report presented at the meeting, as referred to in **Rule 53(3)(b)(ii)**; and
   3. 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:
   1. the Chairperson of the meeting; or
   2. 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:
   1. the meeting to which the minutes relate was duly convened and held; and
   2. the matters recorded as having taken place at the meeting took place as recorded; and
   3. any election or appointment purportedly made at the meeting was validly made.

# **PART 7 – FINANCIAL MATTERS**

## **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.

## **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.

## **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:
   1. the preparation of the financial statements; and
   2. if required, the review or auditing of the financial statements or financial report, as applicable; and
   3. the presentation to the Annual General Meeting of the financial statements or financial report, as applicable; and
   4. 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;
   5. correctly record and explain its transactions and financial position and performance; and
   6. enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act;
   7. retain its financial records for at least 7 years after the transactions covered by the records are completed.

# **PART 8 – GENERAL MATTERS**

## **By-laws**

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

## **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:
   1. the name of the Association must appear in legible characters on the common seal; and
   2. 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.

## **Provision of Rules**

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

## **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:
   1. delivered by hand to the recorded address of the member; or
   2. sent by prepaid post to the recorded postal address of the member; or
   3. sent by facsimile or electronic transmission (including via email) to an appropriate recorded number or recorded electronic address of the member.

## **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.

## **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.

## **Inspection of Records and Documents**

In this rule:

1. **Sub-rule (2)** applies to a member who wants to inspect:
   1. the register of members under section 54(1) of the Act; or
   2. 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
   3. 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:
   1. that is directly connected with the affairs of the Association; or
   2. that is related to complying with a requirement of the Act.

## **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.

## **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.

## **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.

Note: Act requirements: Part 3 Division 2 of the Act deals with alteration of an associations rules. Section 31 of the Act requires an incorporated association to obtain the Commissioner’s approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner’s approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Note: Guidance: Alteration of Rules. Amendments to the rules do not take effect until the required documents are lodged with the Commissioner. The required documents must be lodged within one month after the special resolution is passed. The Associations On-line portal should be used for this purpose.

## **Transitional arrangements**

1. Once these rules are adopted and approved by the relevant government department, the following arrangements will be undertaken to allow a new Committee to be established:
2. The existing committee at the time of adoption of these rules will become an interim Committee until the next annual general meeting of the Association.
3. At the first annual general meeting following the approval of these rules, a Committee will be established using the processes outlined in R**ules 26** and **27** and, in order to give effect to two-year Committee terms:
   * 1. The president, treasurer, and one General Committee member shall be elected for two-year terms; and
     2. The vice president, secretary and two General Committee members shall be elected for one-year terms.
4. For the avoidance of doubt, all subsequent elections shall be for two-year terms.

Note: Guidance: Transitional Arrangements. This clause introduces two year terms for elected committee members and a staggered rotation so approximately half of the Committee are up for election each year. This helps with retention of corporate knowledge and continuity from year to year. It also prevents the situation where there may be no nominations and therefore no Committee which would require the association to be wound up.