



SOUTHERN DISTRICTS NETBALL ASSOCIATION INC.

CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT (1987) (WA)

CONSTITUTION

OF

SOUTHERN DISTRICTS NETBALL ASSOCIATION INC.

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

- (a) The name of the association is Southern Districts Netball Association Inc. The head office of the Association is located in Langford, Western Australia.
- (b) The colours of the Association shall be red, black and white.

2. OBJECTS OF ASSOCIATION

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

- (a) foster, promote, develop and manage the game of Netball within the Association;
- (b) become affiliated with or subscribe to Netball WA or any other association or bodies whose objects are similar to the objects of Netball WA and if thought fit to withdraw or retire from any such association or body;
- (c) abide by the official rules of World Netball and the interpretation thereof as determined by World Netball and All Australia Netball Association Limited;
- (d) promote and conduct Netball competitions and events at Association level;
- (e) manage the representation of the Association events;
- (f) use and protect the Intellectual Property of the Association in the pursuit of these objects and the sport of Netball;
- (g) promote and protect the interests of all Members and other participants of Netball.

3. POWERS OF ASSOCIATION

Solely for furthering the objects set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“Act” means the Associations Incorporation Act 2015 (WA) or any other act under which the Association may be incorporated from time to time.

“Administrator” means the person who is appointed under this Constitution to carry out the duties set out in Rule 30.

“Affiliated Club” means a registered financial netball club of the Association, which is recognised as a member of the Association under Rule 7.

“Appointed Executor” means as appointed by the elected Executive in accordance with Rule 26.

“Association” means Southern Districts Netball Association Incorporated, being a member of Netball WA.

"Association Development Officer" means the association development officer of the Association, who is an Appointed Executor and who is appointed under Rule 26.

"Association Umpire Development Officer" means the association umpire development officer of the Association, who is an Appointed Executor and who is appointed under Rule 26.

"Corporations Act" means the Corporations Act 2001.

“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.

“Elected Executors” means elected in accordance with Rule 25.

“Executive” means the body consisting of Executors under Rule 24.

“Financial Year” means the year commencing 1st January and ending 31st December in any year.

“General Meeting” means the annual or any special general meeting of the Association.

“Individual Member” means an affiliated financial individual member of the Association which is recognised as a member of the Association under Rule 7.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.

“Life Member” means an individual upon whom life membership of the Association has been conferred under Rule 7.3.

“Member” means a member for the time being of the Association under Part III of this Constitution.

"Netball" means the game of netball as determined by World Netball.

“Policy” means any regulation or policy made by the Executive under Rule 32.

"Poll" means a count of votes.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Special Resolution” means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Members present and eligible to vote at a General Meeting of the Association.

"Netball WA" means Netball WA Incorporated, the governing body for Netball in Western Australia.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II –ASSOCIATION AND AFFILIATED CLUBS

5. ASSOCIATION AND AFFILIATED CLUBS

5.1 Association

The Association is a member of Netball WA and is required to administer and develop Netball, subject to the direction and in accordance with the objects of Netball WA. The Association shall consist of such Affiliated Clubs as are admitted to membership in accordance with this Constitution. The Affiliated Clubs will be required to administer and develop Netball, subject to the direction of the Association and in accordance with the objects of the Association.

5.2 Compliance of Affiliated Clubs

Each Affiliated Club shall:

- (a) preferably be incorporated in Western Australia under the Act or similar legislation;
- (b) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;
- (c) elect or appoint two adult Delegates to represent it at General Meetings in accordance with this Constitution (one Delegate to be appointed the voting Delegate);
- (d) if requested, provide the Association with copies of its accounts.
- (e) adopt in principle, the objects of the Association and adopt rules which reflect and which are generally in conformity with this Constitution;
- (f) do all that is reasonably necessary to enable the objects of the Association to be achieved;
- (g) at all times act on behalf of and in the interests of the Members and the sport of Netball.

5.3 Operation of Rules

The Association and the Affiliated Clubs agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of the Association and the sport of Netball are to be conducted, encouraged, promoted and administered;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of Netball;
- (c) to make full and proper disclosure to each other of all matters of importance to the Association and the sport of Netball;
- (d) not to acquire a private advantage at the expense of Netball WA, the Association or any other Affiliated Club or the sport of Netball;
- (e) to act for and on behalf of the interests of the sport of Netball, Netball WA, the Association and the Members; and
- (f) that should an Affiliated Club have administrative, operational or financial difficulties, including but not limited to where an Affiliated Club:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Affiliated Club; or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
 - (iii) a mortgagee or other creditor takes possession of any of its assets;the Association may, in its absolute discretion act to assist that Affiliated Club in whatever manner and on such conditions as the Association considers appropriate, including, but not limited to the appointment of an administrator.

6. AFFILIATED CLUB CONSTITUTIONS

6.1 Constitution

The constituent documents of each Affiliated Club shall clearly reflect the objectives of the Association and shall be in a form acceptable to the Executive.

6.2 Register of Members

Each Affiliated Club shall maintain, in a form and with such details as are acceptable to the Association, a register of all Individual Members of the Affiliated Club. The Affiliated Clubs acknowledge that the Association shall also provide a copy of the register provided in accordance with this Rule to Netball WA.

PART III – MEMBERSHIP

7. MEMBERS

7.1 Category of Members

The Members of the Association shall consist of:

- (a) the Affiliated Clubs, which subject to this Constitution, shall be represented by their Delegates who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Clubs;
- (b) Individual Members, who subject to this Constitution, may attend General Meetings and have the right to debate, however cannot vote at General Meetings;
- (c) Life Members, who subject to this Constitution, may attend General Meetings and have the right to debate, however cannot vote at General Meetings;
- (d) such new categories of Members, created in accordance with Rule 7.2 below.

7.2 Creation of New Categories

The Executive has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights and no new category can be inconsistent with the Netball WA categories of membership, unless otherwise approved by Netball WA.

7.3 Life Members

- (a) The criteria for life membership, as determined by the Executive, shall be set out in the Policies.
- (b) The Association may upon recommendation of the Executive consider the nomination for Life Member at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the Policies.

7.4 Deeming Provisions

- (a) All persons who were individual members or life members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members and Life Members respectively from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association.
- (b) All clubs who were members of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association.

8. MEMBERSHIP APPLICATIONS

8.1 Application for Membership

- (a) An application for new membership by an Affiliated Club must be:
 - (i) in writing on the forms prescribed by the SDNA Executive and lodged with the Administrator for Executive acceptance; and
 - (ii) accompanied by the appropriate fee and by the due date.
- (b) An application for new membership by an Individual Member must be:
 - (i) in writing on the form prescribed by the Netball WA Board and lodged with the Association who shall then forward it to Netball WA.
 - (ii) accompanied by the appropriate fee and by the due date.

8.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application. If an application is rejected, upon request by the applicant, the reasons for the rejection of the membership application shall be provided.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Association. The Administrator shall ensure that the register is amended accordingly as soon as practicable.
- (c) Where the Association rejects an application the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

8.3 Membership Renewal

- (a) Affiliated Clubs must:
 - (i) renew their membership with the Association in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain affiliated financial members of the Association in accordance with the procedures applicable from time to time; and
 - (iii) pay the annual fees prescribed by Netball WA from time to time through the Association.
- (b) Individual Members shall:
 - (i) renew their membership with the Association in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain affiliated financial members of the Association in accordance with the procedures applicable from time to time; and
 - (iii) pay the annual fees prescribed by Netball WA from time to time through the Association.

8.4 Register to Netball WA

The Association shall, provide to Netball WA such details of Affiliated Clubs and Individual Members as is required by Netball WA.

9. SUBSCRIPTIONS AND FEES

9.1 The annual membership subscription, fees and any levies payable by Members (or any category of Members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Executive from time to time, provided it is consistent with any reasonable direction provided by Netball WA.

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

10. REGISTER OF MEMBERS

10.1 Administrator to Keep Register

The Administrator shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.

11. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Association and that they are bound by the Rules and the Policies;
- (b) they shall comply with and observe this Constitution and the Policies and any determination, resolution or policy which may be made or passed by the Executive or any duly authorised committee;
- (c) by submitting to this Constitution and the Policies they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of Netball WA, the Association, the Members and the sport of Netball;
- (e) this Constitution and Policies are necessary and reasonable for promoting the objects of Netball WA, the Association and particularly the advancement and protection of the sport of Netball; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

Subject to this Constitution any Member who has paid all monies due and payable to the Association, and Netball WA and has no other liability (contingent or otherwise) to the Association, and Netball WA, may resign from the Association by giving one months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

12.2 Expiration of Notice Period

Subject to Rule 12.5 upon the expiration of any notice period applicable under Rule 12.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

12.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

12.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Executive, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

12.5 Cessation of Membership

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined at the sole discretion of the Executive.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Executive is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any resolution or determination of the Executive or any duly authorised 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 Executive 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 Policies.

PART IV - GENERAL MEETINGS

14. DELEGATES

14.1 Appointment of Delegates

Each Affiliated Club shall appoint two Delegates, one being a voting Delegate, for such term as is deemed appropriate by the Affiliated Club. A Delegate must:

- (a) be a Member of the Club;
- (b) be appropriately empowered by the appointing Affiliated Club to consider, make decisions and vote at General Meetings;
- (c) not be an Officer of the Association;
- (d) not be a Delegate for more than one Affiliated Club.

15. GENERAL MEETINGS

15.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Executive.

15.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

16. NOTICE OF GENERAL MEETING

16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the Affiliated Clubs and Life Members at the address appearing in the register kept by the Association. No other person shall be entitled to receive notices of General Meetings.
- (b) Notice of a General Meeting shall be given at least 30 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 7 days prior to the General Meeting, together with any notice of motion received from the Affiliated Clubs.

16.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 9) then due and payable to the Association and Netball WA are paid.

17. BUSINESS

17.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Executive (including in relation to the activities of the Association during the preceding Financial Year), auditors and patron and the election of Executive and confirmation of Life Membership.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 17.1(a) shall be special business. "Special Business" is business of which a notice of motion has been submitted in accordance with Rule 18.1.

18. NOTICES OF MOTION

18.1 Notice of Motion to be Submitted

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Administrator not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

18.2 Unsuccessful Motion

A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having similar effect be moved at a subsequent General Meeting for a period of 12 months. The chair of the General Meeting shall determine whether a motion is a motion having a similar effect.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings May be Held

The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Executive shall on the requisition in writing of a minimum of three (3) (disregarding fractions) 20% of the Affiliated Clubs convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Affiliated Clubs making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Affiliated Clubs making the requisition.
- (c) If the Executive does not cause a Special General Meeting to be held within thirty days after the date on which the requisition is sent to the Association, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than thirty days after that date.
- (d) A Special General Meeting convened by the Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be one third of the Affiliated Clubs.

20.2 Chair of General Meetings

The President shall, subject to this Constitution, preside as chair at every General Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Executive shall choose one of their numbers present who shall, subject to this Constitution, preside as chair for that meeting only.

20.3 Adjournment of Meeting

Should a quorum not be present at the time set for the General Meeting, those present and entitled to vote shall form a quorum to discuss business requiring simple majority decisions only.

20.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) requested:

- (a) by the chair; or
- (b) by one third of the Delegates.

20.5 Recording of Determinations

Unless a Poll is demanded under Rule 20.4, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6 Where Poll Demanded

If a Poll is duly demanded under Rule 20.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

20.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in Rule 21). Except as otherwise provided in this Constitution, in the case of an equality of votes on an in accordance with Rule 28.2 question at a General Meeting, the chair is entitled to a casting vote.

20.8 Minutes

The Administrator shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

21. VOTING AT GENERAL MEETINGS

21.1 Each Affiliated Club shall, subject to this Constitution, be entitled to one vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in Rule 7.1.

22. PROXY AND POSTAL VOTING

22.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

22.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by the Affiliated Clubs, the Executive may call a postal vote in such manner as it considers necessary.

PART V - THE EXECUTIVE

23. POWERS OF THE EXECUTIVE

23.1 Subject to the Act and this Constitution the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Executive. In particular, the Executive 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 and shall:

- (a) govern the sport of Netball in accordance with the objects of the Association;
- (b) determine major strategic directions of the Association;
- (c) review the Association's performance in achieving its pre-determined aims, objectives and policies;

24. COMPOSITION OF THE EXECUTIVE

24.1 Elected and appointed in accordance with Rule 25 and Rule 26, the Executive shall comprise of:

- (a) Five Elected Executors
 - President
 - Vice President
 - Finance
 - Two Elected Executors (category to be determined as required)
- (b) Five Appointed Executors
 - Association Development Officer
 - Association Umpire Development Officer
 - Governance Officer
 - Marketing Officer
 - One Appointed Executor

25. ELECTION OF ELECTED EXECUTORS

25.1 Elections of Elected Executors

- (a) The Administrator shall call for nominations 30 days before the date of the Annual General Meeting. All Affiliated Clubs shall be notified of the call for nominations.
- (b) Nominations for Executors to be:
 - (i) in writing 14 days prior to the AGM
 - (ii) on the prescribed form provided for that purpose;
 - (iii) signed by the nominator; who must be a member of the Association and
 - (iv) certified by the nominee (who must be a Member) expressing her willingness to accept the position for which she is nominated.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.
- (d) No member shall hold more than one position on Executive.
- (e) At no time shall a Club have more than two (2) members

25.3 Term of Appointment

Elected Executors shall be elected in accordance with this Constitution for a term of one year, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.

26. APPOINTMENT OF APPOINTED EXECUTORS

26.1 Appointment of Appointed Executors

The Elected Executors shall appoint the Appointed Executors – as listed in 24.1 (b).

26.2 Qualifications for Appointed Executors

The Appointed Executors as listed in 24.1 (b) must meet the qualifications as prescribed from time to time by the Executive and set out in the Policies.

27. VACANCIES OF EXECUTIVE MEMBERS

27.1 Grounds for Termination of Executive

In addition to the circumstances in which the office of an Executor becomes vacant by virtue of the Act, the office of an Executor becomes vacant if the Executor:

- (a) dies;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (c) resigns her office in writing to the Association;
- (d) is absent without the consent of the Executive from three consecutive meetings of the Executive;
- (e) holds any office of salaried employment of the Association without approval of the Board in accordance with Rule 26;
- (f) without the prior consent or later ratification of the Members of the Executive in a General Meeting, holds any position of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her interest;
- (h) is removed from office by Special Resolution under Rule 27.2.

27.2 Removal of an Executor

- (a) The Association in a General Meeting may by Special Resolution remove any Executor, before the expiration of their term of office. If an Executor is removed in accordance with this Rule the office of the Executor becomes vacant and shall be filled in accordance with the procedure set out in Rule 27.3.
- (b) Where the Executor to whom a proposed resolution referred to in Rule 27.2(a) makes representations in writing to the Administrator and requests that such representations be notified to the Members, the Administrator may send a copy of the representations to each Affiliated Club or, if they are not so sent, the Executor may require that they be read out at the meeting, and the representations shall be so read.

27.3 Casual Vacancies

- (a) A vacancy in the position of an Elected Executor shall be filled by the Executors until the next Annual General Meeting of the Association. If the term of the Elected Executor has not expired, the Members shall vote to fill the vacancy for the remainder of the Executor's term.
- (b) Any Appointed Executor's casual vacancy may be filled by the Elected Executors from among appropriately qualified persons, for the remainder of the Executor's term.

27.4 Remaining Executors May Act

In the event of a casual vacancy or vacancies in the office of an Executor, the remaining Executors may act but, if the number of remaining Executors is not sufficient to constitute a quorum at a meeting of the Executive, they may act only for the purpose of increasing the number of Executors to a number sufficient to constitute such a quorum.

28. MEETINGS OF THE EXECUTIVE

28.1 Executive to Meet

The Executive shall meet monthly or as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Administrator shall, on the requisition of two Executors, convene a meeting of the Executive within 14 days.

28.2 Decisions of Executive

Subject to this Constitution, questions arising at any meeting of the Executive shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Executive. All Executors shall have one vote on any question. The chair shall also have a casting vote where voting is equal.

28.3 Resolutions not in Meeting

(a) A resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Executors shall be as valid and effectual as if it had been passed at a meeting of Executors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Executors.

28.4 Quorum

At meetings of the Executive the number of Executors whose presence (or participation under Rule 28.3) is required to constitute a quorum is the majority but not less than six Executors.

28.5 Notice of Executive Meetings

Unless all Executors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days oral or written notice of the meeting of the Executive shall be given to each Executor by the Administrator. The agenda shall be forwarded to each Executor not less than three days prior to such meeting.

28.6 Validity of Executive Decisions

A procedural defect in decisions taken by the Executive shall not result in such decision being invalidated.

28.7 Chair of Executive Meeting

The President shall preside at every meeting of the Executive. If the President is not present, or is unwilling or unable to preside, the Executors shall choose one of their numbers to preside as chair for that meeting only.

29. CONFLICTS

29.1 Executors' Interests

An Executor is disqualified from holding any position of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested (with the express exception of a Member Association or Affiliated Club) or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Executive and the prior consent or later ratification of the Members in General Meeting. Subject to this Rule, any contract or arrangement entered into by or on behalf of the Association in which any Executor is in any way interested will be voided for such reason.

29.2 Conflict of Interest

An Executor shall declare her interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise, and shall absent herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Executor votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Executor to absent herself from discussions and refrain from voting, the issue should be

immediately determined by vote of the Executive, or if this is not possible, the matter shall be adjourned or deferred.

29.3 Disclosure of Interests

The nature of the interest of such Executor must be declared by the Executor at the meeting of the Executive at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Executive after the acquisition of the interest. If an Executor becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Executive held after the Executor becomes so interested.

29.4 Recording Disclosures

It is the duty of the Administrator to ensure that any declaration made or any general notice given by an Executor in accordance with Rule 29.3 is recorded in the minutes.

30. ADMINISTRATOR

30.1 Appointment of Administrator

The Administrator shall be appointed by the Executive for such term and on such conditions as it thinks fit. The Administrator shall be entitled to notice of, attend and participate in debate at all meetings of the Executive, but shall have no entitlement to vote.

30.2 Administrator to Act as Secretary and Public Officer

The Administrator shall act as and carry out the duties of secretary and public officer of the Association (unless prohibited by law) and shall administer and manage the Association in accordance with this Constitution.

30.3 Specific Duties

The Administrator shall:

- (a) as far as practicable attend all Executive meetings and General Meetings;
- (b) in conjunction with the President prepare the agenda for all Executive Meetings and all General Meetings;
- (c) ensure that minutes of the proceedings of all meetings of the Executive and the Association are both prepared and recorded; and
- (d) regularly report on the activities of, and issues relating to, the Association.

30.4 Broad Power to Manage

Subject to the Act, this Constitution, the Policies and any directive of the Executive, the Administrator has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

30.5 Administrator may Employ

The Administrator, in consultation with the Executive, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Administrator and the Executive determine.

PART VI – MISCELLANEOUS

31. DELEGATIONS

31.1 Executive may Delegate Functions to Committees

The Executive may by instrument in writing, create, establish or appoint from among its own members or otherwise, committees to carry out such duties and functions, and with such powers, as the Executive determines.

31.2 Delegation by Instrument

The Executive may in establishing the instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Executive by the Act or any other law, or this Constitution.

31.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

31.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive under Rule 28. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) An Executor or the Administrator shall be ex-officio members of any committee so appointed.
- (c) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Administrator.

31.5 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

31.6 Revocation of Delegation

The Executive may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the Policies, the Act, the objects of the Association or the committee's delegation.

32. POLICIES

32.1 Executive to Formulate Policies

The Executive may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport of Netball as it thinks necessary or desirable. Such Policies must be consistent with this Constitution.

32.2 Policies Binding

All Policies made under this Rule shall be binding on the Association and Members.

32.3 Notices Binding on Members

Amendments, alterations, interpretations or other changes to Policies shall be advised to Affiliated Clubs by means of notices approved by the Executive and prepared and issued by the Administrator. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Individual Members. Notices are binding upon all Members.

33. RECORDS AND ACCOUNTS

33.1 Administrator to Keep Records

The Administrator shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Executive are established and maintained and shall produce these as appropriate at each Executive meeting or General Meeting.

33.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Administrator.

33.3 Inspection of Records

Subject to privacy and commercial considerations, the Executive may in its discretion make the records, books and other documents of the Association available for inspection (but not copying) by an Affiliated Club during business hours. The Board may impose reasonable charges in relation to such inspection.

33.4 Executive to Submit Accounts

The Executive shall submit to the Annual General Meeting the audited accounts of the Association in accordance with the Act.

33.5 Negotiable Instruments

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed by the Executive.

34. AUDITOR

34.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Executive. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

35. NOTICE

35.1 Manner of Notice

- (a) Notices may be given by the Administrator to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected seven days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

35.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

36. SEAL

36.1 Safe Custody of Seal

The Administrator shall provide for safe custody of the Seal.

36.2 Affixing Seal

The Seal shall only be used by authority of the Executive and every document to which the Seal is affixed shall be signed by two Executors or an Executor and the Administrator.

36.3 Executor's Interest

An Executor may not sign a document to which the Seal of the Association is fixed where the Executor is interested in the contract or arrangement to which the document relates.

37. ALTERATION OF CONSTITUTION

37.1 This Constitution shall not be altered except by Special Resolution.

38. INDEMNITY

38.1 Executors to be Indemnified

Every Executor, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the executors and officers insurance policy of the Association (if any) against any liability incurred by her in her capacity as Executor, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to her by the Court.

38.2 Association to Indemnify

The Association shall indemnify its Executors and employees to the extent provided under the executors and officers insurance policy of the Association against all damages and costs (including legal costs) for which any such Executor or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of an Executor, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

39. WINDING UP

39.1 Winding Up of the Association

Subject to this Rule 39, the Association may be wound up in accordance with the provisions of the Act.

39.2 Liability of Members

The liability of the Members of the Association is limited.

39.3 Members' Contributions

The Affiliated Clubs undertake to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which the Affiliated Club ceases to be a Member, and the costs, charges and expenses of winding up, such amount not exceeding \$1.00.

39.4 Distribution of Property on Winding Up

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property may be distributed to:

- An incorporated association
- A company limited by guarantee registered under the Corporations Act 2001;
- An organisation that holds a current licence under the Charitable Collections Act 1946
- An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or
- A non-distributing co-operative registered under the Co-operatives Act 2009.

40. SOURCE OF FUNDS

40.1 The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Executive determines.

41. APPLICATION OF INCOME

41.1 Income and Property Applied to Objects

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

41.2 No Income to Members

Except as prescribed in this Constitution:

- (a) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member; and
- (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

41.3 Payments in Good Faith

Nothing contained in Rule 41.2 shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (f) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

42. GRIEVANCE PROCEDURE

42.1 Grievance by a Member

Where a Member of the Association has a grievance with another Member or with the Association (but not being any of the grounds set out in Rule 13) and that Member considers the grievance warrants investigation and action by the Association, the Member shall follow the procedure set out in this Rule 42.

42.2 Grievances Officer

The Member shall contact, in writing, the Association's grievances officer ("Grievance Officer"), appointed by the Management Committee (but not a member of the Management Committee), and advise they have a grievance which they wish to discuss. The identity of the nominated Grievances Officer will be communicated to all Members of the Association by written notice. Where a grievance is to be submitted in writing it should be addressed clearly to the Grievances Officer and marked "Private & Confidential".

42.3 Action by Grievances Officer

- (a) Where a grievance has been received by the Grievances Officer they shall, as soon as practicable, meet with, or discuss the grievance with the aggrieved Member. The Grievances Officer may take whatever steps and conduct whatever investigations necessary to determine whether the grievance is legitimate.
- (b) Where the Grievances Officer determines the grievance is legitimate they shall take all reasonable steps to resolve the grievance.
- (c) Where the Grievances Officer determines the grievance is not legitimate they shall advise the aggrieved Member accordingly. If the aggrieved Member is not satisfied with the Grievances Officer's determination they may take whatever further action they consider necessary or appropriate.
- (d) Where the Grievances Officer is unable to resolve a grievance or considers the grievance of a very serious nature they shall report the grievance to the Administrator and/or the Management Committee for action.
- (e) All grievances received by the Grievances Officer, and all information surrounding the circumstances of a grievance which is discovered by the Grievances Officer on investigation shall be confidential and may be communicated only to the Administrator and/or the Management Committee.

42.4 Procedures by Grievances Officer

In investigating a grievance and/or determining its legitimacy, the Grievances Officer shall observe and apply the procedures applicable to a proceeding under Rule 13, in so far as they are applicable.