



CONSTITUTION  
of  
CASEY NETBALL ASSOCIATION

Registration No. A0026277U

**AUGUST 2021**

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## 1. NAME

The name of the Incorporated Association is the **CASEY NETBALL ASSOCIATION (CNA)**, Registration Number A0026277U.

## 1. OBJECTS OF ASSOCIATION

The Association is the peak body for the administration of Netball in the City of Casey. The Objects for which the Association is established and maintained are to:

- (a) create a uniform entity through, and by, which Netball in the City of Casey can be encouraged, conducted, promoted and administered in a fair, equitable and innovative manner;
- (b) be the most efficient and best practice organisation in the City of Casey for the sport of Netball;
- (c) create sustainable pathways for players to be represented at higher levels, including through representative teams in national matches. This includes through the VNL Casey Demons Team;
- (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and game of Netball;
- (e) promote the economic and sporting success, strength and stability of the Association and its Members by acting interdependently with other organisations and affiliations in pursuit of these Objects;
- (f) promote and encourage accessibility to all through the development of Netball programs that allow people of all-abilities to play the game and become actively involved;
- (g) continue to actively encourage the development of all participants by working to increase participation, allow for individual physical development, increased resilience and unprecedented support in achieving Netball goals.

### **3. RULES AND POWERS OF INCORPORATED ASSOCIATION**

**Note:** The persons who from time-to-time are members of the Association are an incorporated association by the name given in Rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

The Casey Netball Association has legal capacity and powers of a company limited by guarantee as set out under Section 124 of the Corporations Act.

## 4. INTERPRETATION AND DEFINITIONS

### 4.1 DEFINITIONS

In this Constitution, unless the contrary intention appears:

**“Act”** means the Associations Incorporation Reform Act (VIC) 2012 and includes any regulations made under that Act;

**“Affiliated Club”** means a not-for-profit incorporated association which has an interest in Netball.

**“Annual Subscriptions”** means the annual fees payable by each category of Member as determined by the Board under the rules herein.

**“Appeals Tribunal”** means the tribunal of the Association constituted in accordance with Rules herein.

**“Appointed Director”** means a Director appointed under Rules herein.

**“Association”** means the Casey Netball Association (CNA).

**“Board”** means the body consisting of the Directors under Rules herein.

**“Chairperson”** means the chairperson of the Association appointed in accordance with Rules herein.

**“Constitution”** means this constitution of the Association as amended from time-to-time.

**“Delegate”** means a representative of an Affiliated Club.

**“Director”** means a member of the Board and includes either an Elected Director or Appointed Director.

**“Elected Director”** means a Director elected under Rules herein.

**“Financial Year”** means the year ending on **31<sup>st</sup> December**.

**“General Meeting”** means a meeting of Members convened in accordance with Rules herein.

**“Intellectual Property”** means all rights subsisting in copyright, trade names, trade-marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or any activity conducted, promoted or administered by the Association.

**“Life Member”** means an individual elected as such under Rules herein.

**“Member”** means any of an Affiliated Club, a Registered Member or a Life Member.

**“Members”** means all members collectively, as members of the Association for the time being under Rules herein.

**“Netball”** means the sport and game of netball as determined by the International Netball Federation Limited with such variations as may be recognised by the Association from time to time.

**“Objects”** mean the objects of the Association in Rules herein.

**“President”** means the President of the Association appointed in accordance with Rules herein.

**“Register”** means the register of Members kept in accordance with Rules herein.

**“Registered Member”** means a person registered with the Association as a player, umpire, coach, official or in some other capacity.

**“Regulations”** means any regulations made by the Board under Rules herein.

**“Special Resolution”** has the same meaning as the Act.

**“Voting Member”** means a Member with voting rights under rules described herein.

## 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) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (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) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages and communication formally sent by email.



### **4.3 ENFORCEABILITY**

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

### **4.4 MODEL RULES**

This Constitution expressly displaces the Model Rules under the Act.

### **4.5 OBJECTS**

The Association is established solely for the Objects as outlined herein.

### **4.6 FINANCIAL YEAR**

The financial year of the Association is each period of 12 months ending on 31 December.

## **5. REGISTERED ADDRESS**

The registered address of the Association shall be at such place as determined by the Board from time to time.

## MEMBERSHIP

### **6. MEMBERSHIP OF ASSOCIATION**

#### **6.1 CATEGORIES OF MEMBER**

6.1.1. The Members of Association shall be classified as, and divided into, the following categories:

- Playing Members
- Ordinary Members
- Umpiring Members
- Club Members
- Honorary Members
- Life Members/Service Award Holders
- Teams and such other categories of membership as the Association in general meeting shall from time-to-time determine.

Only Teams can vote at general meetings and shall vote through their appointed authorised Delegate.

**A Playing Member** shall mean and include all persons who have paid their individual membership, and are registered as a player in any Team competing in the current year in competitions being conducted by the Association. This includes all teams representing the Association in inter association, representative or other matches.

Any player or official of a bone fide team or club who is registered in a competition conducted under the Association throughout the year automatically becomes a member of the Association.

**Ordinary Members** shall mean and include all persons other than Playing Members who may be admitted as Ordinary Members by the Association on such terms and conditions as the Association shall from time-to-time determine.

**Umpiring Members** shall mean and include all persons registered as umpires who have passed a National theory exam, and officiating in the current year in competitions conducted by the Association.

**Club Members** shall mean and include all persons in any of the preceding categories of membership who may later be admitted as Club Members by the Association on such terms and conditions as the Association determines from time-to- time.

**Honorary Members** shall mean and include persons elected as Honorary Members by the Committee under these Rules.

**Life Members and Service Award Holders** shall mean and include members elected as Life Members and Service Award Holders by the Association under these Rules.

#### **6.1.2. TEAMS AS MEMBERS OF ASSOCIATION**

6.1.2.1. A Team (and its' members) that is approved for Membership as provided for in these rules is eligible to be a member of the Association, with one vote held per team as provided by the team's appointed and authorised Delegate.

6.1.2.2. A Team (and its' members) that is not a member of the Association at a time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:

- i. unless they are nominated as provided for in this Constitution, or;
- ii. their admission as a member is approved by the Committee.

## **6.2 MEMBER NOMINATION**

6.2.1. A nomination of a Team (and its' members) for membership by the Association shall be:

- i. in writing in the form prescribed by the Board from time-to-time;
- ii. accompanied by the appropriate fee or fees, if any; and
- iii. lodged with the Secretary.

6.2.2. Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination. There is no obligation for the Committee to approve any membership nomination. If the Committee rejects a nomination, reasons for the rejection do not need to be given and there is no appeal against the decision.

6.2.3. If the Board approves the Application for Membership, the Board shall determine the appropriate category of membership and the Secretary shall, as soon as practicable, notify the Applicant in writing that it is approved or declined. If approved, membership shall commence on entry into the Register in accordance with rules herein.

6.2.4. If the Application for Membership is approved, the Secretary shall enter the Applicant's name in the Register, and upon the name of the Applicant being so entered, the Applicant becomes a Member. The Secretary shall also enter the category of membership afforded to the Member and the name of the Delegate (if applicable).

- 6.2.5. Members of Association shall remain members each year should they continue to be registered as a Netball Victoria Member.
- 6.2.6. If an Affiliated Club does not pay the Annual Subscription within thirty days of the due date, their membership shall lapse and they will be required to reapply for membership in accordance with the rules herein.
- 6.2.7. Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Members may be lodged with the Secretary by any other Member and must be done by the last working day in February each year.
- 6.2.8 Any dispute as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.

### **6.3 TEAM DELEGATE**

- 6.3.1. The Board, in its discretion, may determine that a person nominated by an Affiliated Club to be a Delegate shall not represent an Affiliated Club, and shall notify that Member accordingly.
- 6.3.2. Any change in the Delegate shall require the approval of the Board in its discretion.
- 6.3.3. The Secretary shall record any change in Delegate in the Register.
- 6.3.4. Each Delegate shall comply with the directions given by a resolution of the Affiliated Club including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

6.3.5. The Delegate is the only person who may represent an Affiliated Club or Team at General Meetings.

6.3.6. An Affiliated Club or Team shall advise the Secretary at least 48 hours prior to the Annual General Meeting who its Delegate will be for the succeeding year. If no notification is provided, the Secretary of the Affiliated Club shall be deemed to be the Delegate.

#### **6.4 EFFECT OF MEMBERSHIP**

6.4.1 Members acknowledge and agree that:

- i. this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and its Regulations;
- ii. they shall comply with and observe this Constitution and the Regulations;
- iii. by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
- iv. this Constitution and Regulations are necessary and reasonable for promoting the Objects of Association; and
- v. they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.

6.4.2 Members may by virtue of Membership of the Association and subject to this Constitution:

- i. express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
- ii. make proposals or submissions to the Board;
- iii. engage and participate in any activity approved, sponsored or recognised by the Association; and,
- iv. conduct any activity approved by the Association.

6.4.3 A right, privilege or obligation of a person by reason of their membership of the Association;

- i. is not capable of being transferred or transmitted to another person; and,
- ii. terminates upon the cessation of membership whether by death, resignation or otherwise.

6.4.4 All members shall be entitled to attend and speak at any General Meeting of the Association, but are not entitled to vote unless acting as a Club Delegate.

6.4.5 All Delegates must vote personally and there shall be no proxy voting. Officers of the Association shall not act as Club Delegates but shall have voting rights in accordance with this Constitution.

## **6.5 REGISTER OF MEMBERS**

### **6.5.1 SECRETARY TO KEEP REGISTER**

The Secretary shall keep and maintain the Register in which shall be entered the full name, address, category of membership and the date of entry (or removal) of the name of each Member and whether the Member has been granted voting rights. This is located in an accessible and protected Google Drive.

The Board may determine other membership information be included in the Register from time-to-time.

### **6.5.2 INSPECTION OF REGISTER**

Subject always to the Act and having regard to confidentiality and privacy considerations, an extract of the register, excluding the contact details of a Member who is an individual, shall be available for inspection (but not copying) by Voting Members, upon reasonable request.

### **6.5.3 REGISTER OF AFFILIATED CLUBS**

Affiliated Clubs shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Affiliated Club.

## **6.6 SUBSCRIPTIONS AND FEES**

6.6.1 There shall be no subscription fee. The Committee may determine other fees or levies that may be payable by members from time-to-time.

6.6.2 Netball Victoria Registration is required for all Members.

## **6.7 RESIGNATION OF MEMBERS**

### **6.7.1. NOTICE OF RESIGNATION**

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty (30) days-notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### **6.7.2. EXPIRATION OF NOTICE PERIOD**

Upon the expiration of a notice given under Rule 6.7.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

### **6.7.3. FORFEITURE OF RIGHTS**

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



## **7. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

### **7.1 SUSPENSION IN EXCEPTIONAL CIRCUMSTANCES**

In addition to the rights of suspension and expulsion under this Constitution, the Board may in its absolute and sole discretion suspend a Member from the Association in exceptional circumstances pending determination of a resolution under this Rule 7. For the purposes of this Rule "exceptional circumstances" means circumstances in which, after reasonably enquiry, it is considered that Netball, the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this Rule. The principles of natural justice are expressly excluded from this Rule. If a suspension is imposed under this Rule, the Secretary shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Board. There is no right of appeal of a suspension made under this Rule.

### **7.2 BOARD RESOLUTION**

Subject to this Constitution, the Board may by resolution:

- i. expel a Member from the Association; o
- ii. suspend a Member from membership of the Association for a specified period;
- iii. fine a Member;
- iv. impose such other penalty, action or educative process as it sees fit, if the Board considers that the Member has:
  - a. breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations; acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or another Member; or

- b. brought the Association, themselves or another Member into disrepute.
- c. Such grounds do not constitute a grievance and Rule 25 does not apply.

### **7.3 NOTICE OF ALLEGED BREACH**

Where the Board considers that a Member may have satisfied one or more of the grounds in Rule 7.2(i), (ii) or (iii), the Secretary shall, as soon as practicable, serve on the Member a notice in writing:

- i. setting out the alleged breach of the Member and the grounds on which it is based;
- ii. stating that the Member may address the Board at a meeting to be held not earlier than fourteen and not later than twenty-eight (28) days after service of the notice;
- iii. stating the date, place and time of that meeting;
- iv. informing the Member that he, she or it may do one or more of the following:
  - a. attend that meeting;
  - b. give the Association, before the date of that meeting a written statement regarding the alleged breach.

### **7.4 DETERMINATION OF BOARD**

At a meeting of the Board held in accordance with Rule 7.3, the Board shall:

- i. give the Member every opportunity to be heard;
- ii. give due consideration to any written statement submitted by the Member; and
- iii. by resolution determine whether the alleged breach occurred.

## **7.5 APPEAL TO APPEALS TRIBUNAL**

7.5.1 If the Board passes a resolution at the meeting held in accordance with this Rule 7, the Member has a right to appeal the decision to the Appeals Tribunal. There is no right of appeal of a suspension made under Rule 7.1.

7.5.2 The Member must lodge the appeal with the Secretary within fourteen days of the date the resolution is passed. The appeal must specify the grounds of the appeal.

7.5.3 Where the Secretary receives an appeal under Rule 7.5.2, the Board shall convene a meeting of the Appeals Tribunal to be held within thirty days of the date on which the Secretary received the appeal.

7.5.4 Where the Member lodges an appeal to the Appeals Tribunal under his Rule, the resolution of the Board under Rule 7.4 does not take effect unless the Appeals Tribunal confirms the resolution in accordance with Rule 8.

## **7.6 NON-APPLICATION OF RULE 7**

This Rule 7 shall not apply to any incident or matter to which Regulations apply and which include a disciplinary procedure including but not limited to the competition regulation or the member protection regulation of the Association. Any disciplinary matter which may be dealt with in accordance with the Regulations (including but not limited to the competition regulation and member protection regulation) shall be dealt with in accordance with the disciplinary procedure set out in the Regulations.

## **8. APPEALS TRIBUNAL**

### **8.1 COMPOSITION OF APPEALS TRIBUNAL**

8.1.1 An Appeals Tribunal of up to 5 persons who are Members shall be appointed by the Board for the purpose of adjudication of appeals from Members under Rules herein. The Board shall also appoint a Chair of the Appeals Tribunal.

8.1.2 No Affiliated Club, Interested Member or Community Member shall have more than one of its registered members or officials on the Appeals Tribunal.

8.1.3 A minimum of three (3) members of the Appeals Tribunal shall constitute a quorum.

8.1.4 A vacancy on the Appeals Tribunal shall be appointed by the Board.

### **8.2 PROCEEDINGS BEFORE APPEALS TRIBUNAL**

The Appeals Tribunal shall hear and determine the alleged breach in whatever manner it considers appropriate in the circumstances (including by way of teleconference, video conference or otherwise) provided that it does so in accordance with the principles of natural justice. The purpose of the hearing shall be to determine whether the alleged breach occurred. The Appeals Tribunal has the jurisdiction to vary the penalty imposed by the Board.

### **8.3 DECISIONS BINDING**

Decisions of the Appeals Tribunal will be binding and final upon the Board and the Member. There is no further appeal from a decision of the Appeals Tribunal.

## **9. ANNUAL GENERAL MEETINGS**

### **9.1 ANNUAL GENERAL MEETING TO BE HELD**

The Association shall in each calendar year convene *within five months* of the end of the Financial Year, and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

### **9.2 ORDINARY BUSINESS**

The ordinary business of the Annual General Meeting shall be to:

- i. confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- ii. receive from the Board, reports upon the transactions of the Association during the last preceding year;
- iii. receive notification of the election of the Elected Directors;
- iv. declare Life Members (if any);
- v. receive and consider the financial statements submitted by the Board in accordance with section 100 of the Act.

### **9.3 SPECIAL BUSINESS**

The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

### **9.4 ADDITIONAL MEETINGS**

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

## **9.5 ENTITLEMENT TO VOTE**

The only persons entitled to vote at Annual General Meetings of the Association shall be the Voting Members.

## **9.6 OTHER GENERAL MEETINGS**

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

# **10. SPECIAL GENERAL MEETINGS**

## **10.1 SPECIAL GENERAL MEETINGS MAY BE HELD**

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

## **9.7 REQUEST FOR SPECIAL GENERAL MEETINGS**

9.7.1 The Board shall on a request in writing of not less than twenty-five per cent (25%) of Affiliated Clubs convene a Special General Meeting. The Board may also request a Special General Meeting.

9.7.2 The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Delegates of the Affiliated Clubs making the request and be sent to the Secretary and may consist of several documents in a like form, each signed by one or more of the Delegates making the requisition.

9.7.3 If the Board does not cause a Special General Meeting to be held within thirty (30) days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than ninety days after that date.

9.7.4 A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **11. NOTICE OF MEETINGS**

### **11.1 NOTICE TO BE GIVEN FOR GENERAL MEETINGS**

The Secretary shall, at least twenty-eight (28) days before the date fixed for holding a General Meeting, send to each Voting Member at their address appearing in the Register, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **11.2 BUSINESS OF MEETING**

11.2.1 No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.

11.2.2 A Member desiring to bring any business before a meeting shall give at least thirty days (30) notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

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

## **12. PROCEEDINGS AT MEETINGS**

### **12.1 SPECIAL BUSINESS**

All business that is transacted at a Special General Meeting or the Annual General Meeting, with the exception of that referred to in this Constitution as the ordinary business of the Annual General Meeting, shall be special business.

### **12.2 QUORUM**

12.2.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

12.2.2 Twelve of the Voting Members personally present constitute a quorum for the transaction of the business at a General Meeting.

12.2.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

12.2.4 If convened upon the requisition of Members, shall be dissolved; and

12.2.5 In any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the



commencement of the meeting, the Members present (being not less than 5) shall be a quorum.

### **13. CHAIRPERSON AT MEETINGS**

#### **13.1 PRESIDENT TO CHAIR**

The President shall chair each General Meeting of the Association.

#### **13.2 WHERE PRESIDENT IS ABSENT**

13.2.1 If the President is absent from a General Meeting or is unwilling to act, the Deputy President will chair the General Meeting.

13.2.2 Should both the President and Deputy President be absent or unwilling to act, the Directors present shall elect one of their number to preside as Chairperson at the meeting.

### **14. ADJOURNMENT OF MEETINGS**

#### **14.1 CHAIRPERSON MAY ADJOURN MEETING**

The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time-to-time and place-to-place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

#### **14.2 FURTHER NOTICE**

14.2.1. Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.

14.2.2. Except as provided in Rule 14.2.1, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **15. VOTING AT GENERAL MEETINGS**

### **15.1 VOTING RIGHTS**

In all General Meetings the following Members shall have the right to vote:

- i. Delegates on behalf of Teams or Affiliated Clubs, and;
- ii. Life Members (called "Voting Members").

Each Voting Member is entitled to one vote only. If a person is a Delegate and the person is also entitled to vote in their own capacity, they shall be entitled to vote **once** only.

### **15.2 VOTING PROCEDURE**

15.2.1 A question arising at a General Meeting shall be determined on a show of hands.

15.2.2 In the case of an equality of votes on a question, the Chairperson of the meeting may exercise the casting vote. The Chairperson is only entitled to vote should there been an equality of votes.

15.2.3 A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

### **15.3 RECORDING OF DETERMINATIONS**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **15.4 POLL AT GENERAL MEETINGS**

15.4.1 If at a meeting a poll on any question is demanded by 5 Voting Members, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

15.4.2 A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

## **THE CASEY NETBALL ASSOCIATION BOARD**

### **16. BOARD**

#### **16.1 POWERS OF BOARD**

16.1.1 The affairs of the Association shall be governed by the Board constituted under Rule 16.2.

16.1.2 Subject to this Constitution and the Act, the Board:

- i. shall govern the business and affairs of the Association;
- ii. may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting;
- iii. has power to perform all such acts and things as appear to the Board to be essential for the proper governance of the Association; and,
- iv. has the power to seek advice/consultation from outside professionals, consultants or similar on matters that arise, should the Board see fit from time-to-time.

#### **16.2 COMPOSITION OF BOARD**

16.2.1 The Board Shall Comprise of a maximum of eight (8) Elected Directors, with the following roles appointed to specific Board Members in accordance with Rule 16.2.3;

- 1) A President;

2) A Deputy President;

3) A Secretary;

16.2.2 Appointed Board Members:

(i) may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board;

(ii) may be appointed for a term of one year; and

(iii) have the right to vote at any meeting of the Board.

16.2.3 The position of President, Secretary and Deputy President shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting. The appointees will hold the position until the conclusion of the next Annual General Meeting following their appointment.

16.2.4. A Director may be reappointed as President.

**16.3 TERM OF ELECTED DIRECTORS**

16.3.1 Each Elected Director, shall hold office until the third Annual General Meeting following the declaration of their election, but is eligible for re-election.

16.3.2 For each 2 year interval, 3 Elected Directors shall be elected in the first year, 2 Elected Directors shall be elected in the second year and 2 Elected Directors shall be elected in the third year.

16.3.3 Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent

Boards shall then proceed in accordance with the procedures in this Constitution with approximately one third of the Elected Directors retiring each year.

#### **16.4 APPOINTED DIRECTORS**

16.4.1 The Elected Directors may appoint up to two (2) Appointed Directors and may from time to time cancel any such appointment.

16.4.2 The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Netball. The Appointed Directors do not need to be Members.

16.4.3 The Appointed Directors may be appointed by the Elected Directors in accordance with this Constitution for a term of one year, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the next Annual General Meeting.

16.4.4 Appointed Directors have the right to vote at any meeting of the Board.

#### **16.6 CASUAL VACANCY**

In the event of a casual vacancy in the office of any Elected Director, the Board may appoint a Member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of their appointment.

## **17. ELECTION OF ELECTED DIRECTORS**

### **17.1 NOMINATIONS OF CANDIDATES**

17.1.1 The Secretary shall call for nominations 21 days prior to the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.

17.1.2 Nominations of candidates for election as Elected Directors, shall be;

- i. Made in writing, signed by 2 Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination);
- ii. The nominee must be a Member; and
- iii. delivered to the Secretary by the date specified on the call for nominations.

17.1.3 If the number of nominations received for the Board is:

- i. equal to the number of vacancies to be filled; or
- ii. if there are insufficient nominations received to fill all vacancies on the Board;

then those nominated shall be automatically elected to the Board, with remaining vacancies being filled by Board appointed directors.

17.1.4 If the number of nominations exceeds the number of vacancies to be filled, only then will a ballot be held.

17.1.5 In the instance of a ballot, this will occur on the night of the AGM and not prior.

17.1.6 The order on the ballot paper shall be listed alphabetically by surname.

17.1.7 The Voting Member shall complete the ballot form, ticking the box of their preferred candidate.

## **17.2 SECRETARY**

17.2.1 The Board shall appoint, on such terms and conditions as it sees fit, a person to be Secretary for the election of Elected Directors. The Secretary shall not be a Member or a member of the immediate family of a candidate for election.

17.2.2 No persons other than the Secretary shall be entitled to see any voting paper and the Secretary shall not disclose to any person the way in which any Voting Member has voted.

17.2.3 The decision of the Secretary on any matter relating to the elections is final and no appeal shall be made from that decision.

## **18. VACANCY ON THE BOARD**

### **18.1 GROUNDS FOR TERMINATION OF DIRECTOR**

For the purposes of this Constitution, the office of a Director becomes vacant if the Director:

- I. in the case of an Elected Director, ceases to be a Member;
- II. becomes an insolvent under administration within the meaning of the Corporations Act;
- III. resigns their office by notice in writing given to the Association;
- IV. dies or 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;



- V. is prohibited from being a director of a company under the Corporations Act; or
- VI. fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

### **17.3 REMOVAL OF DIRECTOR**

17.3.1 The Association in a Special General Meeting may by resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.

17.3.2 Where the Director to whom a proposed resolution referred to in Rule 21.2.1 makes representations in writing to the President and requests that such representations be notified to the Members, the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

## **19. LEAVE OF ABSENCE**

### **19.1 GRANT OF LEAVE OF ABSENCE**

The Board may grant leave of absence to a Director for a period not exceeding 3 months, on the submission of a written application for such leave to the President.

## **19.2 DISCRETION AS TO LEAVE OF ABSENCE**

The Board may, in its discretion, grant leave of absence to a Director for such period as it sees fit following consideration of an application submitted in writing to the President, provided:

- i. if such period is one year or more, that Director is taken to have resigned their position, but in the case of an Elected Director shall be entitled to seek re-election at the Annual General Meeting at which their term of office would otherwise have concluded; and
- ii. in no circumstances shall the leave of absence exceed the remaining term of office of the Director.

## **20. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **20.1 CONVENING A BOARD MEETING**

20.1.1 The Board shall meet as required, but shall meet on at least 6 occasions in each year.

20.1.2 Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than 2 days' written notice of the meeting of the Board shall be given to each Director.

20.1.3 Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:

- (i) delivering it to that Director personally;

(ii) sending it in writing, by electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched); in accordance with the Director's last notified contact details, and no other business shall be transacted at such a meeting.

## **20.2 QUORUM**

20.2.1 4 Directors or half of the Board Directors, whichever is higher, shall constitute a quorum for the transaction of the business of a meeting of the Board.

20.2.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

20.2.3 The Board may act notwithstanding any vacancy.

## **20.3 PROCEDURES AT MEETINGS**

20.3.1 At Meetings of the Board:

(i) the President shall chair the meeting;

(ii) if the President is absent or unwilling to act as Chair, the Deputy President will take their place.

20.3.2 Should there be unanswered questions arising at a meeting of the Board, these shall be determined by a vote using a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.

- 20.3.3 Each Elected Director and Appointed Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the President may exercise their casting vote.
- 20.3.4 A resolution in writing signed or assented to by email by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- 20.3.5 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone, Zoom, Teams Meetings or other form of communication that is agreed upon;
  - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that the Directors are not required to be present in person;
  - (iii) in the event that a failure in communications prevents condition from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition is satisfied again.
  - (iv) If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated.

## **20.4 MINUTES**

The Secretary shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting electronically provided for that purpose, together with a record of the names of persons present at all meetings.

## **20.5 DIRECTORS' INTERESTS**

A Director is disqualified by holding any place 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 or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

## **20.6 DISCLOSURE OF INTERESTS**

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

## **20.7 GENERAL DISCLOSURE**

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 20.6 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

## **20.8 RECORDING DISCLOSURES**

It is the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with Rules 23.6 and 23.7.

## **20.9 CONFLICTS**

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

## **21. DELEGATED POWERS AND DUTIES**

### **21.1 STAFF**

21.1.1 Selection of paid staff shall be made by the General Manager.

21.1.2 Staff remuneration will be approved annually by the Board in accordance with the Association Budget.

21.1.3 Ongoing review of the staff member's performance, remuneration and duties will be completed annually by the General Manager with advice and guidance from the Finance Committee and Board's budget approvals.

21.1.4 All Vacant staff positions will be advertised in accordance with the Association's Human Resources procedures and processes.

21.1.5 The Performance Plan and Performance of the General Manager is to be managed by the Board, including the General Manager's remuneration.

## **21.2 COMMITTEES**

21.2.1 The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.

21.2.2 The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.

21.2.3 A Director shall be ex-officio members of any committee so appointed.

21.2.4 The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rules herein.

21.2.5 Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

## **22. GRIEVANCE PROCEDURES**

22.1 The grievance procedure set out in this Rule applies to disputes under this Constitution between a:

- i. Member and another Member; or
- ii. Member and the Association.

22.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.

22.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

22.4 The mediator must be:

- i. a person chosen by agreement between the parties; or
- ii. in the absence of agreement:
  - a. In the case of a dispute between a Member and another Member, a person appointed by the Board; or
  - b. in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

22.5 A Member can be a mediator.

22.6 The mediator cannot be a Member who is a party to the dispute.

22.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.



22.8 The mediator, in conducting the mediation, must:

- i. give the parties to the mediation process every opportunity to be heard; and
- ii. allow due consideration by all parties of any written statement submitted by any party; and
- iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

22.9 The mediator must not determine the dispute.

22.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **23. SOURCES AND MANAGEMENT OF FUNDS**

The funds of the Association shall be:

- i. derived from Annual Subscriptions, donations and such other sources; and
- ii. managed in such manner; as the Board determines from time to time subject always to this Constitution and the Act.

### **24. APPLICATION OF INCOME**

24.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.

24.2 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, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

## **25. SIGNING OF NEGOTIABLE INSTRUMENTS**

All cheques and other negotiable instruments shall be signed by two of the following Board members, or other manner approved by the Board from time to time;

- i. President
- ii. Vice President
- iii. Secretary
- iv. Chair of Financial Sub-Committee
- v. OR General Manager where applicable

## **26. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except by Special Resolution in accordance with the Act.

## **27. DISSOLUTION**

27.1 If the Association is wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.

27.2 If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the Objects and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **28. INDEMNITY**

28.1 Every Director or manager of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.

28.2 The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- i. in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- ii. 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.

## **29. SERVICE OF NOTICES**

29.1 Notices may be given to Members by sending the notice by email, or post where applicable, to the Member's address shown in the Register.

29.2 Where a notice is sent by post, service of the notice shall be deemed to be effective at the time the letter would have been delivered in the ordinary course of post.

29.3 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effective by properly addressing and upon receipt of a

confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

### **30. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

30.1 Except as otherwise provided in this Constitution, the books, documents and securities of the Association shall be the responsibility of the Secretary, and located on a secure internet Drive that is accessible to all members.

30.2 If requested by a Member, the Board must permit such Member to inspect:

- i. the Rules of the Association;
- ii. the Minutes of each General Meeting.

30.3 Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at Rule 30.2.

30.4 Subject to the Act no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other relevant documents of the Association, unless authorised in writing by the Board.

### **31. REGULATIONS**

31.1 The Board may make Regulations and alter, amend, interpret or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Association premises.

31.2 Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.