



NETBALL NT INCORPORATED

ACN: 00522C

CONSTITUTION

APPROVED 20 September 2015

TABLE OF CONTENTS

PART I – PRELIMINARY	4
1. NAME OF ASSOCIATION	4
2. OBJECTS OF ASSOCIATION	4
3. MINIMUM NUMBER OF MEMBERS	5
4. DEFINITIONS AND INTERPRETATION	5
PART II – CONSTITUTION AND POWERS OF ASSOCIATION	8
5. POWER OF ASSOCIATION	8
6. EFFECT OF CONSTITUTION	8
7. INCONSISTENCY BETWEEN CONSTITUTION AND ACT	8
8. ALTERING THE CONSTITUTION	8
PART III – MEMBERSHIP	9
9. MEMBER ASSOCIATIONS	9
10. MEMBERS	10
11. AFFILIATES AND INDIVIDUAL MEMBERS	11
12. SUBSCRIPTIONS AND FEES	11
13. REGISTER OF MEMBERS	12
14. EFFECT OF MEMBERSHIP	12
15. TERMINATION OF MEMBERSHIP	12
16. DISCIPLINE OF MEMBERS	13
PART IV - MEETINGS	14
17. DELEGATES	14
18. ANNUAL GENERAL MEETING	14
19. SPECIAL RESOLUTIONS	15
20. GENERAL MEETING	15
21. NOTICES OF MOTION	15
22. SPECIAL GENERAL MEETINGS	16
23. PROCEEDINGS AT GENERAL MEETINGS	16

PART V - THE BOARD	18
24. POWERS OF THE BOARD	18
25. COMPOSITION OF THE BOARD	18
26. ELECTED DIRECTORS	18
27. APPOINTED DIRECTOR	20
28. VACANCIES OF DIRECTORS	20
29. MEETINGS OF THE BOARD	21
30. DISCLOSURE OF INTERESTS	22
31. EXECUTIVE OFFICER	23
32. HONORARIUM	24
PART VI – FINANCIAL MANAGEMENT	24
33. FINANCIAL YEAR	24
34. FUNDS AND ACCOUNTS	24
35. INCOME AND PROPERTY APPLIED TO OBJECTS	24
36. ACCOUNTS AND AUDITS	25
37. AUDITOR	25
PART VII – GRIEVANCES AND DISPUTES	25
38. GRIEVANCES AND DISPUTES PROCEDURES	25
PART VIII - MISCELLANEOUS	26
39. POLICIES	26
40. NOTICES	27
41. COMMON SEAL	27
42. INDEMNITY	27
43. WINDING UP	28

**CONSTITUTION OF
NETBALL NT INCORPORATED**

PART I – PRELIMINARY

1. NAME OF ASSOCIATION

The name of the incorporated association is Netball NT.

2. OBJECTS OF ASSOCIATION

The Association is the peak body for the administration of Netball in the Northern Territory. The objects for which the Association is established and maintained are to:

- (a) be the governing body of netball in the Territory;
- (b) create a uniform entity through and by which Netball in the Territory can be encouraged, conducted, promoted and administered;
- (c) promote and encourage Territory Netball and the conduct of National competition as an affiliated member of Netball Australia Ltd;
- (d) adopt and accept the playing rules of the International Netball Federation Limited and abide by the interpretation of such rules as determined from time to time by Netball Australia;
- (e) control, manage and conduct Netball competitions at a Territory level;
- (f) select and manage Netball teams to represent the Territory in national matches;
- (g) encourage, conduct, promote, and administer Netball throughout the Territory, through and by the Member Associations for the mutual and collective benefit of Members and Netball;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Association, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (i) create and promote mutual confidence and trust between the Association and the Members in pursuit of these objects;
- (j) act for its members in all relevant matters pertaining to netball;
- (k) promote the economic and sporting success, strength and stability of the Association and each Member Association;

- (l) affiliate and otherwise liaise with Netball Australia Ltd and such other bodies as may be desirable, in the pursuit of these objects;
- (m) apply the property and capacity of the Association towards the fulfilment and achievement of these objects;
- (n) use and protect the Intellectual Property;
- (o) strive for and maintain government, corporate and public recognition of the Association as the authority for Netball in the Territory;
- (p) where practical promote and secure uniformity in such rules and standards as may be necessary for the management of Netball in the NT, Netball competitions and related activities, including but not limited to the rules of the game and coaching standards;
- (q) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association;
- (r) promote the health and safety of athletes, officials and other individuals participating in Netball in any capacity;
- (s) conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Netball rules and standards;
- (t) formulate and implement appropriate policies to better regulate for members and netball;
- (u) promote performance-enhancing drug free competition;
- (v) encourage appropriate recognition for those whose efforts in connection with Netball merit such recognition;
- (w) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these objects.

3. MINIMUM NUMBER OF MEMBERS

The Association must have at least five (5) members.

4. DEFINITIONS AND INTERPRETATION

4.1 Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the NT Associations Incorporation Act 2012 and regulations made under that Act.

“Affiliate” means a region, district, association or club, however described, whether incorporated or unincorporated or otherwise, which is a registered and financial member of a Member Association.

“Appointed Director” means a Director of the Board appointed under Rule 28.

“Association” means Netball NT Incorporated.

“Board” means the governing body consisting of the Directors under Part V.

“Casual Vacancy” means a vacancy arising in accordance with Rule 29.

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

“Delegate” means the persons elected or appointed from time to time by Member Associations to act for and on behalf of that Member Association and represent that Member Association at General Meetings or otherwise.

“Director” means an appointed Director or an Elected Director but does not include the Executive Officer.

“Elected Director” means a Director elected under Rule 27.

“Executive Officer” means the person who is appointed under Rule 32.

"Financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth.

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

“General Meeting” means a meeting of members convened in accordance with Clause 20.

“Member” means a registered financial individual member of a Member Association.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or unregistered) 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.

“Matter of Importance” means a matter which the Association or any Member Association considers would have an adverse or prejudicial impact upon the Association or a Member Association.

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

“Member Association” means an entity recognised under Rule 9 to administer Netball in its particular town or city.

“NA” means Netball Australia.

"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” means the objects of the Association as set out in Rule 2.

“Policies” has the meaning given under Rule 40.

“President” means the president of the Association, who is an Elected Director elected under Rule 27.

"Register of members" means the register of the Association's members established and maintained under the Act.

“Special Business” includes business of which a Notice of Motion has been submitted in accordance with Rule 21.

"Special resolution" means a resolution notice of which is given under clause 19 and passed in accordance with section 37 of the Act.

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 of 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 persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) a reference to a statute 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
- (i) a reference 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 sent by electronic mail.

4.3 Severance and Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, to the extent necessary, 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.

PART II – CONSTITUTION AND POWERS OF THE ASSOCIATION

5. POWERS OF ASSOCIATION

- (a) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- (b) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on the terms and in the manner it considers appropriate,
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf; and
 - (vii) enter into any other contract it considers necessary or desirable.

6. EFFECT OF CONSTITUTION

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. INCONSISTENCY BETWEEN CONSTITUTION AND ACT

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. ALTERING THE CONSTITUTION

- (a) The Association may alter this Constitution by special resolution of the Members in a Meeting.
- (b) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART III – MEMBERSHIP

9. Member Associations

9.1 Application for Affiliation

Any netball association, centre or other netball oriented entity in the Northern Territory may apply to be an affiliate (Member Association) of the Association upon the following conditions:

- (a) it makes written application to be an affiliate of the Association giving such details of its status and functions as the Board stipulates;
- (b) it agrees to accept and abide by such netball playing rules and the interpretation thereof as are determined by the Association in accordance with its affiliation;
- (c) it agrees to be affiliated with Netball NT Inc;
- (d) It pays a fee \$250 on acceptance of affiliation.

9.2 Board Approval of Affiliation

- (a) The Board may accept, reject or revoke any affiliation application upon such conditions as it deems fit. Decisions on any such acceptance rejection or revocation will be by a majority of at least two-thirds of all Directors.
- (b) If an application is rejected, the Association or entity may appeal against the decision by giving notice to the Executive Officer within 14 days after being advised of the rejection.
- (c) If an Association gives notice of an appeal against the rejection of the application, the Board must reconsider the application at the next board meeting after receipt of the notice of appeal.
- (d) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

9.3 Responsibilities of Member Associations

Each Member Association shall:

- (a) be incorporated or in the process of incorporation in accordance with the Associations Act NT;
- (b) elect or appoint two Delegates to represent it at General Meetings and other relevant meetings in accordance with this Constitution;
- (c) provide the Association with copies of its annual financial statements annual report and associated documents as presented to its members within 21 days of its Annual General Meeting;
- (d) provide written notice of the full names and addresses of its office bearers following its Annual General Meeting;
- (e) apply its property and capacity solely in pursuit of the Objects, the Member Association and Netball;

- (f) agree that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Netball are to be conducted, encouraged, promoted and administered in the Northern Territory.

9.4 Operation of Rules

The Association and the Member Organisations agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Netball are to be conducted, encouraged, promoted and administered in the Territory;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Netball, and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all Matters of Importance to the Association and Netball;
- (e) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects; and
- (g) to act for and on behalf of the interests of Netball, the Association and the Members.

10. MEMBERS

10.1 Categories of Membership

The Members of the Association shall consist of:

- (a) Member Associations, which subject to this Constitution, shall be represented by their delegates who shall have the right to attend, debate and vote at Meetings for and on behalf of the Member Associations;
- (b) Individual Members, who subject to this Constitution, have the right to attend and debate but not vote at General Meetings;
- (c) Life Members, who subject to this Constitution, may attend and debate, but not vote at, General Meetings;
- (d) Such new categories of Members, created in accordance with Rule 10.2.

10.2 Creation of New Categories

The Association in General Meeting 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.

10.3 Life Members

- (a) The association may make life membership awards to recognise extraordinary distinctive service to netball in the territory for an extensive period;
- (b) Life members will be honorary and will not exercise voting rights at the annual general meeting and general meetings;
- (c) Written nominations for such awards will be lodged with the Board not later than 8 weeks prior to the annual general meeting and contain the details upon which they are based;
- (d) the Board will decide in its absolute discretion which nominations to recommend;
- (e) written notice of each recommended nomination will be given to delegates at least 28 days prior to the annual general meeting to which the nomination is to be put;
- (f) a nominee will be granted a life membership award so resolved by a majority of at least two-thirds of delegates present and entitled to vote thereat.

11. AFFILIATES AND INDIVIDUAL MEMBERS

11.1 Deeming Provisions

- (a) All regions, districts, affiliated associations and affiliated clubs (howsoever described) of Member Associations prior to the time of approval of this Constitution under the Act, shall be deemed Affiliates 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, whether directly or indirectly.
- (b) All persons who were individual members (howsoever described) of a Member Association or Affiliate prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members 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, whether directly or indirectly.

12. SUBSCRIPTIONS AND FEES

12.1 Determination of Subscription and Fees

The member fees payable by the Member Associations to Netball NT shall be approved by the Board by the 30th September for the following calendar year. The fees shall not be increased by greater than \$3 per member per calendar year.

12.2 Consequences of Non Payment

Any Member who has not paid all monies due and payable by that Member to the Association shall, subject to the Board's discretion, have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Any suspension shall continue until the Member is reinstated by the Board.

13. REGISTER OF MEMBERS

13.1 Executive Officer to Keep Register of Members

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

13.2 Register of Member Associations

Each Member Association shall maintain, in a form and with such details as are acceptable to the Association, a register of all Affiliates and Individual Members in its Association. Each Member Association shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of that register to the Association when requested.

14. EFFECT OF MEMBERSHIP

Members acknowledge and agree that they are bound by and should comply with and observe this Constitution and any determination, resolution or policy approved by the Board or at Meetings and that this Constitution is necessary and reasonable for promoting the Objects, and the advancement and protection of Netball.

15. TERMINATION OF MEMBERSHIP

15.1 Notice of Resignation

- (a) Subject to this Constitution, any Member who has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving three months' notice in writing to the Association of such intention to withdraw or resign. Upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) Any member ceasing to be a member will not be entitled to any refund or part refund of a subscription or any other monies due and payable to the Association, and will remain liable for and will pay to the Association all subscriptions and monies which were due at the date of ceasing to be a Member.

15.2 Expiration of Notice Period

Upon the expiration of the notice period applicable under Rule 15.1 an entry, recording the date on which the Member who gave notice ceased to be a Member shall be recorded in the register.

15.3 Other reasons for cessation of membership

- (a) In addition to rule 15.1, a Member will cease to be a Member:
 - (i) if their subscription lapses;
 - (ii) if that Member's status or conduct in the Board's opinion renders it undesirable that that Member continue to be a Member in accordance with clause 16.1

(and the Board has the right to expel that Member in accordance with the policies);

- (iii) for non-payment of monies due;
- (iv) where the Member is an Association, if
 - (A) a liquidator, administrator or receiver is appointed in connection with the winding up of the Member Association;
 - (B) the Member Association suffers any form of insolvency event; or
 - (C) an order is made by a Court for the winding up or deregistration of the Member Association.

15.3 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. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

15.4 Membership may be Reinstated

Membership may be reinstated, at the discretion of the Board, on application by the relevant member in accordance with this Constitution and otherwise on such conditions as it sees fit.

15.5 Cessation of Affiliates

Where a Member Association ceases to be an Affiliate in accordance with this Constitution or the Act, the continuing membership of Affiliates and Individual Members of that Member Association shall be determined at the sole discretion of the Board.

16. DISCIPLINE OF MEMBERS

16.1 Disciplinary Action

Where the Board is advised or considers if a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, Policies or any resolution or determination of the Board; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or Netball; or
- (c) brought the Association or Netball into disrepute;

and the Board considers that a member should be suspended or expelled because of his or her conduct then the Board may commence or cause to be commenced disciplinary proceedings against that Member as set out in the relevant policies.

16.2 Member Association Disciplinary Rules

This Rule 15 does not affect or displace a Member Association's disciplinary rules. For the avoidance of doubt, any disciplinary matter should first be dealt with at Member Association level under the relevant Member Association rules. The Association may choose to not accept an appeal or other matter under this rule where it considers it has been properly addressed.

PART IV - MEETINGS

17. DELEGATES

- (a) Each Member Association will be entitled to two delegates at general and special meetings. Each delegate is entitled to 1 vote.
- (b) A Delegate must be a bone fide representative and be appropriately empowered by the appointing Member Association to consider, make decisions and vote at General Meetings.
- (c) Each affiliate may appoint one proxy delegate for each delegate. A proxy delegate may be independent of the affiliate and will act in a delegate's stead as if a delegate.
- (e) The Association will be informed of the appointment of delegates and proxy delegates and of alterations to appointments by written notice signed by 2 representatives of the Member Association at least 14 days prior to any meeting.
- (f) No delegate or proxy delegate may represent a member unless written notice of appointment has been given to the Association and not revoked.

18. ANNUAL GENERAL MEETING

18.1 Annual General Meeting to be held

An Annual General Meeting of the Association shall be held within 5 months after the end of the Association's financial year on a date and at a venue to be determined by the Board.

18.2 Notice of Annual General Meeting

The Executive Officer must give to all Member Association not less than 30 days notice of an annual general meeting. The notice must specify when and where the meeting is to be held and the particulars of and the order in which business is to be transacted.

18.3 Ordinary Business

The following business will be dealt with:

- i. Minutes of the previous annual general meeting and of any general meeting held since that meeting
- ii. President's Report
- iii. Financial Report (including the audited financial statements)

- iv. Reports from the Board and reports upon the transactions of the Association during the preceding year
- v. Declaration of Life Members
- vi. In those years as required pursuant to clauses 26.2 and 26.3, election of President, Treasurer and Directors
- vi. Any special resolution
- vii. Appointment of an auditor who is not a member of either Council or Board.

19. SPECIAL RESOLUTIONS

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Executive Officer must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (4) At a meeting, a special resolution put to the vote is passed if three quarters of the delegates who are present in person or by proxy vote in favour of the resolution.

20. GENERAL MEETINGS

20.1 Notice of General Meetings

Notice of every General Meeting shall be given to Member Associations at the address appearing in the register kept by the Association and shall be given at least 28 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.

20.2 Business of General Meetings

The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 28 days prior to the General Meeting, together with any Notice of Motion received from Member Associations in accordance with Rule 21. No business other than that stated on the notice shall be transacted at that meeting.

20.3 Entitlement to Attend General Meeting

No Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with Rule 12) then due and payable to the Association are paid. This rule does not apply where the monies alleged due and payable are the subject of a legitimate dispute or investigation.

21. NOTICES OF MOTION

A Member Association may submit a Notice of Motion in accordance with the Act. All Notices of Motion for inclusion as business at a General Meeting must be submitted in writing to the Executive Officer not less than 30 days (excluding receiving date and meeting date) prior to the General Meeting.

22. SPECIAL GENERAL MEETINGS

22.1 Convening Special General Meetings

The Board 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.

22.2 Requisition of Special General Meetings

- (1) The Board shall on the requisition in writing from an absolute or simple majority of the Member Associations convene a Special General Meeting.
- (2) The request must state the purpose of the special general meeting and be signed by the members making the request.
- (3) If the Board does not cause a Special General Meeting to be held within 60 days after the date on which the requisition is sent to the Association, the Member Association making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (4) A Special General Meeting convened by Member Association 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.
- (5) If a special general meeting is convened under subclause (3), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (6) The Executive Officer must give to all members not less than 21 days notice of a special general meeting.
- (7) The notice must specify when and where the meeting is to be held; and the particulars of and the order in which business is to be transacted.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 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 five delegates from the affiliated Member Associations.

23.2 President to Preside

- (a) 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 Directors shall choose one of their numbers present who shall, subject to this Constitution, preside as chair for that meeting only.
- (b) The chair will have a casting vote in addition to a deliberate vote

23.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not

present within half an hour from the time appointed for the meeting the meeting will lapse.

- (b) The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 28 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Rule 23.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 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) demanded by the chair or by any Delegate.

23.5 Recording of Determinations

Unless a poll is demanded under Rule 23.4, 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.

23.6 Where Poll Demanded

If a poll is duly demanded under Rule 23.4 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.

23.7 Resolutions at Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes. Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the chair is not entitled to a casting vote and the motion will be deemed lost.

23.8 Minutes of Meetings

The Executive Officer 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.

23.9 Voting Entitlement at Meetings

Each Member Association shall, subject to this Constitution, be entitled to two votes 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 6.1.

23.10 Proxy and Postal Voting

- (a) Proxy voting may be permitted at General Meetings in such circumstances as are defined in this constitution.
- (b) Should an issue arise between General Meetings which requires a decision or ratification by Member Associations, the Board may call a postal vote in such manner as it considers necessary.

PART V - THE BOARD

24. POWERS OF THE BOARD

- (a) 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 Board.
- (b) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting.
- (c) The Board may appoint and remove staff.
- (d) The Board may establish one or more sub committees consisting of the members of the Association that the Board considers appropriate, which such powers and procedures as the Board determines.

25. COMPOSITION OF THE BOARD

The Board shall comprise:

- (a) the President (an Elected Director) elected by the Member Associations in accordance with Rule 26.2;
- (b) the Treasurer (an Elected Director) elected by the Member Associations in accordance with Rule 26.2;
- (c) 5 other Elected Directors elected by the Member Association in accordance with Rule 26.2;
- (d) 2 appointed Directors who may be appointed in accordance with Rule 27;
- (e) Unless elected directly as a separate office holder, the Board must appoint one Board member to be the Association's public officer.

26. ELECTED DIRECTORS

26.1 Qualifications for Elected Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board.
- (b) An employee of a Member Association and/or of the Association cannot also be a Member of the Board.

26.2 Elections of Elected Directors

- (a) The Executive Officer shall call for nominations 60 days before the date of the Annual General Meeting. All Member Associations shall be notified of the call for nominations.
- (b) Nominations for Elected Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose; and
 - (iii) certified by the nominee (who must by the date of the forthcoming Annual General Meeting, be an Individual Member) expressing her or his willingness to accept the position for which she or he is nominated.
- (c) Nominations must be received by the Executive Officer at least 21 days prior to the Annual General Meeting.
- (d) Late nominations will only be accepted if either insufficient nominations are made in due time for the office concerned or the annual general meeting so resolves by a majority of not less than two-thirds members present and entitled to vote there at.
- (e) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by the majority of the Member Associations by secret ballot in such usual and proper manner as the chair directs. If the nominees are not elected or if there are vacancies to be filled, the position will be deemed to be a Casual Vacancy and filled by the Board in accordance with Rule 28.
- (f) 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.

26.3 Term of Appointment

- (a) Elected Directors shall be elected in accordance with this Constitution for a term of two years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the Annual General Meeting in the second year of such term.
- (b) The term of office for elected Directors shall be two years with staggered rollover according to the following formulae:
 - (i) In odd years the President and three ordinary Board members
 - (ii) In even years the Treasurer and two ordinary Board Members
- (c) No person who has served as a Director for a period of three consecutive full terms shall be eligible for election or appointment as a Director until the next Annual General Meeting following the date of conclusion of her or his most recent term as a Director.

27. APPOINTED DIRECTORS

27.1 Appointment of Appointed Directors

The Board may appoint 2 Appointed Directors.

27.2 Qualifications for Appointed Director

The Appointed Director shall have specific skills in any of 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 Director does not need to be a Member of the Association.

27.3 Term of Appointment

- (a) An Appointed Director may be appointed by the Board in accordance with this Constitution for a term of up to two years, which shall commence and conclude at the discretion of the Board.
- (b) No person who has served as an Appointed Director for a period of three consecutive full terms shall be eligible for election or appointment as a Director until the next Annual General Meeting following the date of conclusion of her or his most recent term as a Director.

28. VACANCIES OF DIRECTORS

28.1 Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) resigns her or his office in writing to the Association;
- (e) holds any office of employment of the Association;
- (f) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (g) has a direct or indirect material interest in any contract or proposed contract with the Association and fails to declare the nature of her or his interest;

28.2 Casual Vacancies

- (a) Any Elected Director casual vacancy shall be filled by the Directors until the next Annual General Meeting of the Association. If the term of the Elected Director has not expired, the Member Associations shall fill the vacancy by election for the remainder of the Directors' term.

- (b) Any Appointed Director Casual Vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Directors' term.

28.3 Remaining Directors May Act

In the event of a Casual Vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

29. MEETINGS OF THE BOARD

29.1 Frequency

- (a) The Board shall meet for the conduct of the business not less than 6 times per year.
- (b) The Board may, subject to this Constitution, otherwise regulate, its meetings as it thinks fit.
- (c) The Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within 30 days of receiving the requisition.

29.2 Decisions of Board

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

29.3 Resolutions not in Meeting

- (a) Subject to all Directors receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by the majority of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where any Director, although not physically present at the meeting, is deemed to be present for all relevant purposes, 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 or other form of communication;
 - (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;
 - (iii) in the event that a failure in communications prevents condition (i) 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 (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated whereupon the provisions in respect of a quorum for General Meetings shall apply to the extent applicable to meetings of the Board;

- (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair is located.

29.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under Rule 29.3) is required to constitute a quorum is a simple majority of the Directors.

29.5 Notice of Board Meetings

Unless all Directors 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 Board shall be given to each Director by the Executive Officer. The agenda shall be forwarded to each Director not less than three days prior to such meeting.

29.6 Validity of Board Decisions

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

29.7 Chair of Board Meeting

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

30 DISCLOSURE OF INTEREST

30.1 Directors' Interests

A Director may not:

- (a) In any circumstance hold any place of profit or position of employment in the Association, any Member Association or in any association or incorporated association in which the Association is a member or otherwise interested; or
- (b) Without the express approval by resolution of the Board contract with the Association in any capacity. Any such 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. If a Director acts contrary to this Rule 301.1 she or he will be disqualified from office and cease being a Director.

30.2 Conflict of Interest

A Director shall declare her or his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;
- (e) representative interests,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent herself or himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

30.3 Disclosure of Interests

- (a) 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 other matter 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.
- (b) If a Director 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 Board held after the Director becomes so interested.

30.4 General Disclosure

A General Notice that a Director is a member of any specified firm or association and is to be regarded as interested in all transactions with that firm or association is sufficient declaration under Rule 30.3 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 association. Any notice shall be made in person at a meeting or in writing.

30.5 Recording Disclosures

The Executive Officer shall ensure that the minutes record any declaration made or any general notice given by a Director in accordance with Rule 30.3 and Rule 30.4.

31. EXECUTIVE OFFICER

31.1 Appointment of Executive Officer

The Executive Officer shall be appointed by the Board on conditions at their discretion. The Executive Officer shall not be a Director but shall be entitled to attend and participate in debate at all meetings of the Board.

31.2 Broad Power to Manage

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

32. HONORARIUM

- (i) The Directors may be paid an honorarium that the Association determines by resolution in General Meeting.
- (ii) The Association may also pay the Directors' reasonable travelling and other expenses that they properly incur in attending board meetings, any General Meeting and in connection with the Association's business.

PART VI - FINANCIAL MANAGEMENT

33. FINANCIAL YEAR

The financial year of the Association is the year commencing 1 January and ending on 31 December in any year.

34. FUNDS AND ACCOUNTS

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by the Association at a meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (c) All cheques and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (e) With the approval of the Board, the Executive Officer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

35. INCOME AND PROPERTY APPLIED TO OBJECTS

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.

- (b) 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.

36. ACCOUNTS AND AUDITS

- (a) The responsibility of the Board for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to the keeping of accounting records; the preparation and presentation of the Association's annual statement of accounts; and the auditing of the Association's accounts.
- (b) The Executive Officer shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.
- (c) The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- (d) The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

37. AUDITOR

A properly qualified auditor or auditors shall be appointed at the Annual General Meeting. The auditor's duties shall be regulated in accordance with the Act.

PART VII - GREIVANCE AND DISPUTES

38. Grievance and disputes procedures

- (a) This clause applies to disputes between:
 - (i) a member and another member; or
 - (ii) a member and the Committee.
- (b) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (c) 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 after the meeting, hold another meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or

- (ii) in the absence of agreement:
 - (A) for a dispute between a member and another member – a person appointed by the Committee; or
 - (B) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (e) A member of the Association can be a mediator.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) 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.

PART VIII MISCELLANEOUS

39. POLICIES

39.1 Board to Formulate Policies

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such policies for the proper advancement, management and administration of the Association, the advancement of the Objects and Netball as it thinks necessary or desirable.

39.2 Policies Binding

All Policies made under this Rule must be consistent with this Constitution and shall be binding on the Association, Member Associations and Members unless amended or repealed by Special Resolution in General Meeting.

39.3 Notices of Policies

Amendments, alterations, interpretations or other changes to Policies shall be advised to Member Association by means of notices approved by the Board and prepared and issued by the Executive Officer. Member Association shall be obliged to draw such notices to the attention of their respective Members.

40. NOTICES

40.1 Manner of Notice

- (a) Notices may be given by the Association 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 two 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.

40.2 Notice of Meetings

Notice of every Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution and shall be deemed given by the notice in accordance with this Constitution to the Member Association and Individual Member.

41. COMMON SEAL

- (a) The common seal of the Association must not be used without the express authority of the Board
- (b) The common seal of the Association must be kept in the custody of the Executive Officer or another person the Committee from time to time decides.
- (c) Every use of the common seal must be recorded by the Executive Officer in a register.
- (d) Every document to which the seal is affixed shall be signed by two Directors.
- (e) A Director may not sign a document to which the seal of the Association is affixed where the Director is interested in the contract or arrangement to which the document relates.

42. INDEMNITY

42.1 Directors to be Indemnified

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

42.2 Association to Indemnify

The Association shall indemnify its Directors and employees to the extent permitted under the Act and to the extent provided under the directors and officers insurance policy of the Association (if any) against all damages and costs (including legal costs) for which any such Director 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 a Director 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 her or his employment by the Association.

43. WINDING UP

43.1 Winding Up of the Association

Subject to this Rule 43, the Association may be wound up in accordance with the provisions of the Act.

43.2 Liability of Members

The liability of the Members of the Association is limited to the extent specified in Rule 42.3.

43.3 Members' Contributions

Every Member Association undertakes 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 it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

43.4 Distribution of surplus assets on Winding Up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (b) The surplus assets must be given or transferred to another association incorporated under the Act that:
 - (i) has similar objects or purposes;
 - (ii) is not carried on for profit or gain to its individual members; and
 - (iii) is determined by resolution of the members.