



CONSTITUTION

Adopted 27 November 2024

ST. GEORGE DISTRICT NETBALL ASSOCIATION INC.

CONSTITUTION

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GENERAL

For the purposes of this Constitution:

Act refers to the Associations Incorporations Act 2009.

Affiliated Club means any Club comprising one (1) or more teams, which has paid the prescribed annual affiliation fee to the Association as set by Council.

Association means the St. George District Netball Association Inc.

Chairperson means the elected President of the Association or as otherwise required by this Constitution in accordance with clause 9.3.1.

Club Delegate means a duly appointed Senior Member of an Affiliated Club of the Association.

Council means those members appointed in accordance with this Constitution in accordance with clause 8.1.

Executive Committee means those persons elected to positions under this Constitution in accordance with clause 10.2.1.

Instrument means any document pertaining to the governance of the Association, and includes, but is not limited to, this Constitution, and the associated Policies of the Association.

Integrity Policy Framework means the Netball Australia Integrity Policy Framework and relevant Netball policies.

Life Member means any member of the Association elected to such membership in accordance with this Constitution.

Netball NSW means the controlling body for Netball in New South Wales.

Patron means an Ambassador to the Association.

President means the person elected to the position under this Constitution.

Public Officer means the Secretary of the Association in accordance with clause 10.5.1.

Quorum means the number or proportion of the members of an organisation that must be present in order to transact any business. When a fraction occurs, the proportion of members shall be rounded up.

Registered Member means any financial member of the Association.

Returning Officer means the person appointed to the position under this Constitution.

Secretary means the person elected to the position under this Constitution.

Senior Member means a Registered Member who has attained the age of eighteen (18) years.

Treasurer means the person elected to the position under this Constitution.

Written means paper or electronic incoming and outgoing communications.

INTERPRETATION

The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act. Where this Constitution conflict with any other instruction of the Association, the Constitution shall prevail.

CONSTITUTION

1. TITLE

- 1.1 The name of the Association shall be the St. George District Netball Association Incorporated (hereinafter referred to as the Association).
- 1.2 The Association is a not-for-profit organisation whose income and property is applied solely towards the promotion of the objects of the Association. No funds or property shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the members.

2. COLOURS

- 2.1 The Association's colours shall be red and white.

3. HEADQUARTERS

- 3.1 The headquarters of the Association shall be in the Bayside Local Government Area.

4. BOUNDARIES

- 4.1 The Association boundaries shall be the entirety of the Georges River Council and part of Bayside Council, which is west of the Cooks River.

5. OBJECTS

The objects of the Association shall be:

- 5.1 To promote and control the game of netball and encourage widespread participation within the boundaries of the Association.
- 5.2 To promote, regulate and control competition matches between Affiliated Clubs.
- 5.3 To select and manage the Association's representative teams.
- 5.4 To affiliate with and support Netball NSW.
- 5.5 To co-operate with other affiliated organisations in New South Wales to promote the sport of netball.

5.6 To adopt and adhere to Netball Australia Integrity Policy Framework and relevant Netball NSW policies.

6. PATRON

- 6.1 The Association may from time to time appoint one or more Patrons and may also cancel any such appointment.
- 6.2 Nominations for Patron should outline the experience, knowledge and benefits the position may bring to the Association.
- 6.3 Nominations shall be nominated and seconded and forwarded to the Secretary within twenty eight (28) days of the Annual General Meeting.
- 6.4 All nominations for the Office of Patron shall be recommended by the Executive Committee and ratified by Council at the Annual General Meeting.

7. MEMBERSHIP AND AFFILIATION

7.1 CLUB AFFILIATION

- 7.1.1 An application from a Club wishing to reaffiliate with the Association must be made by the Secretary of the Club in writing and must be lodged with the Secretary of the Association as soon as possible prior to 21 January of the ensuing year.
- 7.1.2 A new Club wishing to affiliate with the Association must apply in writing to the Secretary of the Association prior to 1 February of the ensuing year.
- 7.1.3 As soon as practicable after receiving a new application for affiliation, the Secretary must refer the application to the Executive Committee for determination.
- 7.1.4 As soon as practicable after the Executive Committee makes that determination:
 - i) the Secretary must notify the applicant, in writing, of the determination.
 - ii) Upon approval, the Club will be set up on the online registration database.
 - iii) The Club will pay the prescribed affiliation fee.

7.2 MEMBERSHIP ELIGIBILITY

- 7.2.1 Membership is open to:
 - i) Members of an Affiliated Club
 - ii) Life Members
- 7.2.2 Members of an Affiliated Club
 - i) Members shall be registered members of Netball NSW.
 - ii) Affiliated Clubs shall have full rights of delegation to Council.
 - iii) Membership shall not be transferable.
- 7.2.3 Life Members
 - i) Any person may be elected to become a Life Member

of the Association in recognition of outstanding service to the Association for a minimum of ten years.

- ii) Candidates for Life Membership shall be nominated by two registered members of the Council at least one month before the Annual General Meeting at which such nomination will be considered. The nomination must be approved by a majority of at least two thirds (2/3) of the Council members present and voting at an Annual General Meeting.
- iii) Voting shall be by secret ballot.
- iv) A person ceases to be a Life Member of the Association if the person dies or is expelled from the Association.

7.3 CESSATION OF MEMBERSHIP

7.3.1 A person ceases to be a member of the Association if the person:

- i) dies, or
- ii) resigns membership, or
- iii) is expelled from the Association, or
- iv) fails to pay the annual membership fee.

7.4 REGISTER OF MEMBERS

7.4.1 The Public Officer of the Association must establish and maintain a register of members of the Association specifying the name and postal or residential address of each person who is a member of the Association together with the date on which the person became a member.

7.4.2 The register of members must be kept in New South Wales:

- i) at the main premises of the Association, or
- ii) via an online portal.

7.4.3 The register of member's names must be open for inspection, free of charge, by any member of the Association at any

reasonable hour.

7.4.4 Member information shall be available for inspection by Executive members as it pertains to their role.

7.4.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
- ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7.5 FEES

7.5.1 A member of the Association must pay an annual membership fee to the Association that is determined by Council at the recommendation of the Finance Committee.

7.6 MEMBER'S LIABILITIES

7.6.1 The liability of a member of the Association to contribute towards the payment of the debts and the liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association in accordance with clause 7.5.1.

7.7 RESOLUTION OF DISPUTES

7.7.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, is to be dealt with in accordance with the Netball Australia Integrity Policy Framework and relevant Netball NSW policies.

7.8 DISCIPLINING OF MEMBERS

7.8.1 All matters pertaining to the disciplining of members are to be dealt with in accordance with the Netball Australia Integrity Policy Framework and relevant Netball NSW policies.

8. COUNCIL

8.1 COMPOSITION AND MEMBERSHIP

8.1.1 The Council shall consist of the Executive Committee, Life Members and Delegates who are Senior Members of that Affiliated Club as follows:

Clubs with one (1) team: One (1) Club Delegate

Clubs with two (2) or more teams: Two (2) Club Delegates

8.2 FUNCTIONS

8.2.1 The Council may formulate, issue, adopt, interpret and amend Policies for the proper advancement, management and administration of the Association and Netball in the local area.

8.2.2 Such Policies must be consistent with the Constitution and any policy directives of the Executive Committee.

8.2.3 All Policies are binding on the Association and the Members.

8.2.4 Approve fees payable by members.

8.2.5 Elect the Executive Committee and such Sub-Committees as is deemed necessary.

9. MEETINGS

9.1 MEETING FORMAT

9.1.1 Virtual and hybrid meetings shall be permitted.

9.2 USE OF TECHNOLOGY

9.2.1 A meeting may be held at two (2) or more venues using any technology approved by the Executive Committee that gives each of the members a reasonable opportunity to participate.

9.2.2 Where a vote is taken, the Returning Officer shall determine if a reasonable opportunity to participate has been afforded to all members present and voting.

9.2.3 A member who participates in a meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

9.3 PROCEDURES

9.3.1 CHAIRPERSON

i) The President or, in the President's absence, the Vice-President, is to preside as Chairperson at each Council Meeting of the Association.

ii) If the President and the Vice-President are absent or unwilling to act, the members present must elect one (1) of their number to preside as Chairperson at the meeting.

iii) No item of business is to be transacted at a Council Meeting unless a quorum of members entitled under this Constitution to vote are present during the time the meeting is considering that item.

iv) If within half (1/2) an hour after the appointed time for the commencement of a Council Meeting a quorum is not present, the meeting is to stand adjourned until rescheduled by the Executive Committee, giving at least seventy two (72) hours written notice to Council members.

9.4 COUNCIL MEETINGS

- 9.4.1 There shall be a minimum of four (4) Council Meetings scheduled per calendar year at least a month apart.
- 9.4.2 Not less than fourteen (14) days written notice of the Council Meeting of the Association shall be given to each Executive member, Life Member and Secretary of each Affiliated Club, specifying the place, date and time of the Council Meeting and the nature of the business proposed to be transacted at the meeting, except if the nature of the business proposed to be dealt with at a Council Meeting requires a special resolution of the Association.
- 9.4.3 A member desiring to bring any business before a Council Meeting shall give at least twenty one (21) days' notice in writing of that business to the Secretary who must include that business in the agenda for the next Council Meeting.
- 9.4.4 The quorum for a Council Meeting shall consist of more than half (1/2) of the Executive Members and Club Delegates from at least half (1/2) the Affiliated Clubs.
- 9.4.5 The voting power of Council at Council Meetings shall be by majority vote.
- 9.4.6 Order of business at Council Meetings shall be:
- i) Apologies
 - ii) Confirmation of Minutes
 - iii) Business Arising from Minutes
 - iv) Notices of Motion
 - v) Elections
 - vi) Correspondence and Business Arising
 - vii) Reports:
 - Executive Committee
 - Treasurer
 - Competition Co-ordinator
 - Umpires Co-ordinator
 - Coaching Co-ordinator
 - Senior Representative Co-ordinator

- Junior Representative Co-ordinator
- Delegates to other Organisations
- Any other reports
- viii) General Business

9.5 ANNUAL GENERAL MEETINGS

- 9.5.1 The Association shall hold its Annual General Meeting in November each year.
- 9.5.2 Not less than twenty one (21) days written notice of the Annual General Meeting of the Association shall be given to each Executive Member, Life Member and Secretary of each Affiliated Club.
- 9.5.3 A copy of the Association's Annual Report and audited financial report shall accompany such notice.
- 9.5.4 The quorum for the Annual General Meeting shall consist of more than half (1/2) of the Executive Members and Club Delegates from at least half (1/2) the Affiliated Clubs.
- 9.5.5 The voting power of Council at an Annual General Meeting shall be by majority vote.
- 9.5.6 Order of business at the Annual General Meeting shall be:
 - i) Confirmation of the minutes of the Annual General Meeting from the preceding year
 - ii) Consideration and Adoption of the Annual Report and Audited Balance Sheet from the preceding year
 - iii) Appointment of the Auditor for the ensuing year
 - iv) Appointment of Returning Officer for the ensuing year
 - v) Business Arising
 - vi) Election of Executive Members
 - vii) Such other business as the meeting deems fit
- 9.5.7 An Annual General Meeting must be specified as such in the notice convening it.

9.6 SPECIAL GENERAL MEETINGS

- 9.6.1 The Executive Committee may, whenever deemed necessary

- i) convene a Special General Meeting of the Association.
- ii) on the requisition in writing of at least two (2) Members of Council convene a Special General Meeting of the Association.

9.6.2 A requisition of members for a Special General Meeting:

- i) must state the purpose or purposes of the meeting, and
- ii) must be signed by the members making the requisition, and
- iii) must be lodged with the Secretary, and
- iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

9.6.3 The Secretary must give at least twenty one (21) days' notice to each Executive Member, Life Member and Secretary of each Affiliated Club.

9.6.4 specifying the intention to propose the resolution as a special resolution before the date fixed for the holding of the Special General Meeting.

9.6.5 No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting.

9.6.6 The voting power of Council at a Special General Meeting is three quarters (3/4) of Council members present and voting.

9.6.7 The quorum for a Special General Meeting shall consist of more than half (1/2) of the Executive Members and Club delegates from at least half (1/2) the Affiliated Clubs.

9.6.8 The Executive Committee must convene a Special General Meeting within one (1) month after that date on which a requisition of members for the meeting is lodged with the Secretary.

9.7 ADJOURNMENT

9.7.1 If no quorum is present thirty (30) minutes after the time fixed

for the commencement of any Council or Annual General Meeting, it shall be adjourned for no more than fourteen (14) days. The Secretary shall give written notice thereof.

9.7.2 The Chairperson of any meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting. No business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting.

9.8 SPECIAL RESOLUTIONS

9.8.1 A special resolution may only be passed by the Association in accordance with section 39 of the Act.

9.9 VOTING

9.9.1 A Club Delegate is not entitled to vote at any Meeting of the Association unless a Senior Member.

9.9.2 On any question arising at any Meeting of the Association a Club Delegate has one (1) vote only.

9.9.3 A Council Member who is either an Executive Member and/or Life Member and/or Club Delegate shall only be allowed one vote. For the purpose of voting, the Council member is considered an Executive Member in the first instance and shall sign on advising same.

9.9.4 With the exception of the election of Executive Members, in the case of an equality of votes on a question at a Council Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.

9.10 PROXY VOTES

9.10.1 Proxy voting will not be undertaken at or in respect of a meeting of Council.

9.11 POSTAL BALLOTS

9.11.1 Postal votes will not be undertaken at or in respect of a

meeting of Council.

9.12 MAKING OF DECISIONS

9.12.1 A question arising at any meeting of the Association is to be determined by either:

- i) a show of hands, or
- ii) if on the motion of the Chairperson or if one member present at the meeting requests that the question should be determined by a secret ballot, a secret ballot must be taken.

10. FUNCTIONS OF THE EXECUTIVE COMMITTEE

10.1 EXECUTIVE COMMITTEE FUNCTIONS

10.1.1 Subject to the Act, the Regulation and the Association's Constitution and Policies and to any resolution passed by the Association at a Council Meeting, the Executive Committee:

- i) is to control and manage the affairs of the Association, and
- ii) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a Council Meeting of members of the Association, and
- iii) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

10.2 COMPOSITION AND MEMBERSHIP OF EXECUTIVE COMMITTEE

10.2.1 The Executive Committee shall consist of:

- i) President
- ii) Vice President
- iii) Secretary
- iv) Treasurer
- v) Competitions Co-ordinator
- vi) Umpires Co-ordinator
- vii) Coaching Co-ordinator
- viii) Senior Representative Co-ordinator
- ix) Junior Representative Co-ordinator

10.2.2 An Executive Committee member shall only hold one (1) office.

10.2.3 Each member of the Executive Committee is, subject to this Constitution, to hold office until the conclusion of the relevant Annual General Meeting.

10.2.4 Executive Members are eligible for re-election.

- 10.2.5 There is no maximum number of consecutive terms for which an Executive Member may hold office.
- 10.2.6 The President, Secretary and Treasurer shall not hold any of these positions with an Affiliated Club.
- 10.2.7 No more than three (3) Senior Members of an Affiliated Club may be elected to the Executive Committee.

10.3 EXECUTIVE COMMITTEE MEETINGS AND QUORUM

- 10.3.1 The Executive Committee must meet at least five (5) times a year at such place and time as the Executive Committee may determine.
- 10.3.2 Additional meetings of the Executive Committee may be convened by the President or Vice President.
- 10.3.3 Notice of a meeting of the Executive Committee must be given by the Secretary to each member of the Committee.
- 10.3.4 Notice of a meeting given under 10.3.3 must specify the general nature of the business to be transacted at the meeting.
- 10.3.5 More than half (1/2) of the members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 10.3.6 No business is to be transacted by the Executive Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 10.3.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 10.3.8 At a meeting of the Executive Committee:
 - i) the President or, in the President's absence, the Vice-President is to preside, or
 - ii) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members

of the Executive Committee as may be chosen by the members present at the meeting is to preside.

10.4 PRESIDENT

10.4.1 Shall chair all meetings.

10.4.2 Shall present an annual report.

10.4.3 Shall be a signatory on all Association financial accounts.

10.5 SECRETARY

10.5.1 Shall be the Public Officer of the Association.

10.5.2 The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the relevant NSW government body of his or her address.

10.5.3 It is the duty of the Secretary to keep records of:

- i) all appointments of Executive Committee, and
- ii) the names of members of the Executive Committee present at an Executive Committee meeting or a meeting of Council and
- iii) all proceedings at Executive Committee meetings and meetings of Council.

10.5.4 Shall be a signatory on all Association financial accounts.

10.6 TREASURER

10.6.1 Shall ensure:

- i) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- ii) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.
- iii) Shall be a signatory on all Association financial accounts.

10.7 ELECTION OF EXECUTIVE COMMITTEE

10.7.1 Nominations for election as Executive Members of the Association:

- i) must be made in writing, signed by two (2) Senior Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- ii) must be delivered to the Returning Officer of the Association at least twenty eight (28) days before the date fixed for holding the Annual General Meeting at which the election is to take place.
- iii) Details of relevant experience should accompany each nomination.

10.7.2 If insufficient nominations are received to fill all vacancies on the Executive Committee, further nominations shall be called to fill any vacancy in writing at least seven (7) days prior to the Annual General Meeting.

10.7.3 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.

10.7.4 If more than one (1) nomination is received for any position, a secret ballot is to be held.

10.7.5 A secret ballot for the election of Executive Members is to be conducted at the Annual General Meeting.

10.7.6 A person nominated for election as an Executive Members of the Association must be a member of the Association.

10.8 CASUAL VACANCIES

10.8.1 In the event of a casual vacancy occurring in the membership of the Executive Committee, Expressions of Interest may be sought by the Executive Committee from a member to fill the vacancy until the next Council Meeting.

10.8.2 Nominations shall be called by the Secretary with seven (7) days' notice.

10.8.3 The Council shall appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the next Annual General Meeting.

10.8.4 A casual vacancy in the office of a member of the Executive Committee occurs if the member:

- i) dies, or
- ii) ceases to be a member of the Association, or
- iii) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- iv) resigns office by notice in writing given to the Secretary, or
- v) is removed from office under 10.9, or
- vi) becomes a mentally incapacitated person, or
- vii) is absent without the consent of the Executive Committee from three (3) consecutive meetings of the Executive Committee, or
- viii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
- ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from Managing Corporations) of the Commonwealth Corporations Act 2001.

10.9 REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

10.9.1 The Association may by resolution remove any member of the Executive Committee before the expiration of the member's term of office. The position will become a casual vacancy.

10.9.2 Should that member of the Executive Committee to whom the proposed resolution relates, make representations in writing to the Secretary or President within seven (7) days of

receiving the resolution, the representation shall be forwarded to the Appeals Tribunal.

10.9.3 The matter must be resolved, and the relevant member notified of the outcome within twenty one (21) days from the date representations are received.

10.10 SUB-COMMITTEES

10.10.1 Standing Sub-Committees as detailed in General Policies are to be elected each year.

10.11 ALTERATIONS TO CONSTITUTION

10.11.1 This Constitution may be altered by resolution passed by a majority of at least three quarters (3/4) of Council members present and voting at a Special General Meeting of the Association.

10.11.2 Not less than twenty one (21) days' notice specifying the resolutions to be proposed shall be given.

11. MISCELLANEOUS

11.1 INSURANCE

11.1.1 The Association must effect and maintain insurance.

11.2 FUNDS – SOURCE

11.2.1 The funds of the Association are to be derived from affiliation fees, membership, sponsorship, grants, donations and, subject to any resolution passed by the Association in Council Meeting, such other sources as the Executive Committee determines.

11.2.2 All money received by the Association must be deposited as soon as practicable and without deduction into the Association's bank or other authorised deposit-taking institution account.

11.2.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

11.3 FUNDS – MANAGEMENT

11.3.1 Subject to any resolution passed by the Association in meetings of Council, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.

11.3.2 All financial transactions and other negotiable instruments must be signed by any two (2) of the nominated signatories of the Association.

11.3.3 In the event of a vacancy of any of the nominated signatories, the Vice President may be elevated to a signatory.

11.4 CHANGE OF NAME, OBJECTS AND CONSTITUTION

11.4.1 An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer.

11.5 CUSTODY OF BOOKS ETC

11.5.1 Except as otherwise provided by this Constitution, the Public Officer must maintain custody and control all records, books and other documents relating to the Association.

11.6 INSPECTION OF BOOKS ETC

11.6.1 The Association records, books and financial documents must be open to inspection by a member of the Association by appointment.

11.7 SERVICE OF NOTICES

11.7.1 For the purpose of this Constitution, a notice may be served on or given to a person:

- i) by delivering it to the person personally, or
- ii) by sending it by pre-paid post to the address of the person, or
- iii) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.

11.8 FINANCIAL YEAR

11.8.1 The financial year of the Association is:

- i) each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 October and ending on the following 30 September.

11.9 DISSOLUTION

11.9.1 The Association shall not be dissolved except by the resolution passed by a majority of at least three quarters (3/4) of the members present and voting at a Special General Meeting of the Association.

11.9.2 Not less than twenty one (21) days' notice specifying the resolution to be proposed shall be given.