

CONSTITUTION OF JOEYS NETBALL CLUB INCORPORATED

1. Name

The name of the Association shall be "Joeys Netball Club Incorporated" (here in after referred to as "the Club" or "the association").

2. Objects

The objects of the Club shall be:-

- (a) To further the interests of its members and promote the sport of Netball, including playing, umpiring and coaching.
- (b) To encourage sportsmanship between club members and other netball clubs in accordance with Netball NSW Codes of Conduct.
- (c) To coach and manage Club teams, to foster the growth and endeavour to raise the playing standard of Club teams.
- (d) To affiliate with and support the Sutherland Shire Netball Association (S.S.N.A) and such other organisations as decided from time to time.

3. Colours

The colours of the Club shall be maroon, white and gold. All members participating in games of netball on behalf of the Club should appear in proper netball attire.

4. Patron

The Executive Committee may from time to time appoint one or more Patrons and may also cancel such appointments. They would be entitled to attend any general meeting or function held by the Club.

5. Interpretation

(1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:-

- words importing the singular include the plural and vice versa;
- words importing one gender include any other gender;
- "the Act" means the Associations Incorporation Act, 2009;
- "Director-General" means the Director-General of the Department of Services, Technology and Administration;
- "property" includes real and personal property, any estate or interest in any property, real or personal, any debt, anything in action, and any other right or interest, whether in possession or not;

- “general meeting” means a general meeting of the Club other than an Executive Committee meeting or an Annual General Meeting.
- “S.S.N.A.” means the Sutherland Shire Netball Association
- “Regulation” means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) A reference to a function includes a reference to a power, authority and duty, and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) 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.

6. Membership

(a) Membership is open to all persons who agree to accept the objects and to be bound by the rules of the club.

(b) Club membership shall consist of:

- (i) Playing Members: Any person eligible to play with a Club team. Each playing member shall pay a membership subscription in accordance with the By-Laws.
- (ii) Life Members: Those persons who have been elected as Life Members of the Club in accordance with the By-Laws.
- (iii) Honorary Members: Those persons who each year are approved by the Executive Committee to become members of the Club without the payment of a membership subscription fee.

Honorary Members shall include:-

- (A) Team coaches and managers.
- (B) Umpires of the Club.
- (C) A parent/guardian of a playing member under eighteen (18) years of age as at the 1st January in that year.
- (D) Members of the General Council
- (E) Any patron of the Club

(c) A person ceases to be a member of the Club if the person:

- (i) Dies;
- (ii) Resigns that membership;
- (iii) Allows membership to lapse by failing to renew membership; or
- (iv) Is expelled from the Club.

- (d) A life member is one who is elected at an annual general meeting of the Club in recognition of outstanding service of at least ten (10) years, provided that notice of the nomination of the proposed Life Member has been given in the notice convening the meeting, that he/she is nominated by two (2) members and accepted by two thirds majority of those present at the annual general meeting. Life members shall be exempted from annual subscription, but subject in every way to the rules of the Club.

7. Register of members

- (1) The Public Officer of the Club shall establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club, together with the date on which the person became a member.
- (2) The register of members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member at any reasonable hour, giving reasonable notice.

8. Members' liabilities

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

9. Disciplining of members

- (1) The authority of the Club shall extend to and be recognised by all Registered Members of the Club and shall be primarily vested in the Executive Committee.
- (2) The Executive Committee shall hold the power to refer any matters to the SSNA and to deal with and adjudicate upon any complaint made to it of misconduct generally detrimental to the policy, interests or welfare of the Club by any Registered Member. Such a complaint need not be lodged by a Registered Member.
- (3) The Executive Committee or its delegate may reprimand, impose a bond upon, fine, suspend or expel from membership for such period as it thinks fit any Registered Member to whom this Constitution applies. This power shall automatically be vested in the Executive Committee.
- (4) The Executive Committee may issue generalised conduct warnings to all teams.
- (5) A Registered Member against whom disciplinary action of any form is taken shall have the right of appeal in writing within seven (7) days of the date of notification of such disciplinary action to be taken. Any such appeal shall be directed to, and determined by, the Executive Committee.
- (6) In exercising its functions pursuant to clause 9(2) the Executive Committee may invite the Member Protection Information Officer to participate as a member of the Executive Committee.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the club, or a dispute between a member or members and the club, may be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute may be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

11. Powers of the Executive Committee

- (1) The Executive Committee is to consist of the office-bearers of the Club. The office-bearers are as follows:
 - (a) The President
 - (b) The Secretary
 - (c) The Treasurer
 - (d) A member of the General Council
- (2) The Executive Committee shall control and manage the business of the Club and shall be responsible for recommending policy. Subject to the Act, the Regulation and this constitution and to any resolution passed by the Club in general meeting, the committee will:
 - (a) Control and manage the affairs of the Club,
 - (b) Exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club,
 - (c) Perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club,
 - (d) Consider any complaints as required,
 - (e) Ensure all key roles (as set out in the By-Laws) have been filled in order to ensure the effective running of the Club, and to remove, if necessary, any persons from key roles if their actions are considered detrimental to the Club,
 - (f) Appoint 2 delegates and 2 proxy delegates to represent the Club at SSNA meetings,
 - (g) Represent the club or appoint any delegate(s) to represent the Club for any purpose,
 - (h) Consider nominations for life membership and make recommendations to the annual general meeting,
 - (i) To appoint a Grading Committee and to receive teams as presented by the Grading Committees for approval and release,
 - (j) Approve the annual membership fees to be paid by members
- (3) Each member of the Executive Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (4) The role of Public Officer shall be filled by an office-bearer of the Club.

12. Election of Office Bearers

- (1) Nominations of candidates for election as office-bearers of the Club:
- (a) Must be made in writing, signed by 2 members of the Club and accompanied by the consent of the candidate, and
 - (b) Must be delivered to the secretary of the Club at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers is to be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer of the Club must be a member of the Club.

13. Casual Vacancies on Executive Committee

In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

14. Removal of Executive Committee members

- (1) The Club in special general meeting may by resolution remove any member of the Executive Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Executive Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

15. Composition and membership of General Council

- (1) The General Council is to consist of:
 - (a) The office-bearers of the Club,
 - (b) Any person appointed to a Key Role (as set out in the By-Laws)
 - (c) Any life members or patrons of the Club
- (2) The General Council is responsible for the effective day to day running of the Club.

16. Duties of the Executive Committee and General Council Members

- (1) Duties will be defined by the By-laws
- (2) The By-laws shall be reviewed at each Annual General Meeting

17. Executive Committee and General Council Meetings

- (1) The President, is to preside at each meeting of the Club.
- (2) If the President is absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.
- (3) The Executive Committee must meet at least 4 times in each period of 12 months.
- (4) The General Council shall meet as required to ensure the effective running of the club. These meetings, where possible, should be scheduled within a week after the SSNA Council - Delegates Meeting. Additional meetings of the General Council may be convened by the request of the Executive Committee.
- (5) Written notice of a meeting of the Executive Committee or General Council must be given by the President at least 48 hours (or such other period as may be unanimously agreed on by the members of the relevant committee) before the time appointed for the holding of the meeting.
- (6) Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (7) Any 5 members of the General Council, of which 2 must be member of the Executive Committee, constitute a quorum for the transaction of the business of a meeting of the General Council.
- (8) No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (9) 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) In the event of a tied vote, the Chairperson shall have the deciding vote.

18. Annual General Meetings

- (1) The Club must hold its annual general meetings:

- (a) Within 6 months after the close of the Club's financial year, or
 - (b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (2) The annual general meeting of the Club is, subject to the Act and to sub-clause 1, to be convened on such date and at such place and time as the Executive Committee thinks fit.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) To receive reports on the activities of the Club during the last preceding financial year,
 - (c) To elect office-bearers of the Club,
 - (d) To receive and consider any financial statements or report required to be submitted to members under the Act.
- (4) An annual general meeting must be specified as such in the notice convening it.

19. Special General Meetings

- (1) The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Executive Committee must, on the requisition in writing of at least 10 members convene a special general meeting of the Club.
- (3) A requisition of members for a special general meeting:
- (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the members making the requisition, and
 - (c) Must be lodged with the President, and
 - (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the President, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

20. Annual and Special General Meetings

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the President must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the President must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under sub-clause (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (6) The President, is to preside at each meeting of the Club. If the President is absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.
- (7) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (8) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (9) 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 at least 3) are to constitute a quorum.
- (10) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (11) If a general meeting is adjourned for 14 days or more, the President must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (12) Except as provided in subclauses (10) and (11), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.
- (13) A question arising at a general meeting of the Club is to be determined by either:
 - (a) A show of hands, or

- (b) If on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (14) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (15) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- (16) A special resolution may only be passed by the Club in accordance with section 39 of the Act.
- (17) On any question arising at a general meeting a member has one vote only.
- (18) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (19) No proxy votes shall be permitted.

21. Finance

- (1) The revenues of the Club are to be derived from annual subscriptions of members, product sales, sponsorships, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the General Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) The Club is a not-for-profit organisation and, subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the club in such manner as the General Council determines.
- (5) No portion of monies shall be distributed, directly or indirectly, to the members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive Committee or employees of the club, being members or employees authorised to do so by the Executive Committee.
- (6) Income and expenditure will be reported at each General Committee meetings
- (7) The financial year of the Club is each period of 12 months after the expiration of the previous financial year of the club, commencing on 1 October and ending on the following 30 September.
- (8) In the event of the Club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with a similar purpose which is not carried on for the profit or gain of individual members.

22. Change of name, objects and constitution

An application to the Director-General for registration of a change in the club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive Committee member.

23. Books and Records

- (1) Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the club.
- (2) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
 - (a) Records, books and other financial documents of the Club,
 - (b) This constitution
 - (c) Minutes of all Executive Committee meetings and General Council meetings of the Club.
- (3) A member of the Club may obtain a copy of any of the documents referred to in subclause (2) on payment of a fee of not more than \$1 for each page copied.

24. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) By delivering it to the person personally, or
 - (b) By sending it by pre-paid post to the address of the person, or
 - (c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission, email, text message or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

25. Dissolution of the Club

- (1) The Club shall not be dissolved except by special 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 Club of which not less than twenty-one (21) days written notice specifying the resolution to be proposed has been given.