Camden & District Netball Association Inc.

Constitution

Adopted 17th March 2025

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1 Definitions and Interpretations

1.1 Definitions

Act means the Associations Incorporation Act and the Commonwealth Corporations Act (2001).

Affiliated Club means a club with 1 or more teams.

Association means Camden and District Netball Association Inc, trading as Camden Netball Association.

Auditor means the Auditor of the Association.

Boundaries means the surrounding areas.

Business Day means a day on which banks are open for general banking business in New South Wales, excluding Saturday and Sunday.

Chairperson means the elected President of the Association.

Committee means the members for the time being of the Executive Committee as constituted in accordance with this Constitution.

Constitution means this Constitution and any supplementary or amended Constitution in force from time to time.

Council means the Council of the Association as described in clause 13.

Council Member means a member of the Council.

Delegate means a delegate of any affiliated club entitled to attend and vote at General Meetings of the Association, appointed in accordance with clause 14.

Deputy Chairperson means the Vice President.

Executive means the Committee of the Association.

General Meetings means the Annual General Meeting, Extraordinary General Meeting or General Meetings of the Council as convened in line with this Constitution.

Individual Members (Members) means any individual financial member(s).

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

Life Member means a person granted life membership of the Association in accordance with clause 12.

Netball means the sport and game of netball as determined by the International Federation Limited, Netball Australia and Netball NSW.

Netball Australia means the organisation existing from time to time for the promotion, regulation, and control of netball throughout Australia.

New South Wales Netball Association Limited trading as Netball NSW means the organisation existing from time to time, for the promotion, regulation, and control of netball in New South Wales.

Notice includes all written and electronic communication to members.

Objects mean the objects of the Association set out in clause 3.

Observer means an individual member who attends a General Meeting of the Association but is not an Executive or Life Member of the Association or an affiliate club's delegate to Council and has no rights to participate in the business of the meeting or vote at the meeting.

Office means the registered office of the Association.

Office Bearer means a member of the Executive.

President means the President of the Association, elected in accordance with clause 17.

Register means the register of Members.

Returning Officer means the appointed person to receive and oversee nominations for elected positions at the Annual General Meeting.

Secretary means the Office Bearer elected to perform the duties of the Association and Public Officer in accordance with this Constitution and the Associations Incorporations Act.

Senior Member means a person who is at least 18 years of age.

Technology means technology, including online facilities, which allows those attending a meeting through its use to participate in the meeting in a manner similar in key respects to attending the meeting in person.

1.2 Interpretations

In this Constitution, unless the context indicates a contrary intention:

a) **(headings)** headings and the table of contents are inserted for convenience only and do not affect the interpretation of this Constitution.

b) **(person)** a reference to a person includes a natural person, corporation, statutory corporation, partnership, the Crown and any other organisation or legal entity.

c) **(person)** a reference to a person includes their personal representatives, successors, and permitted assigns.

d) **(requirements)** a requirement to do anything includes a requirement to cause that thing to be done, and a requirement not to do anything includes a requirement to prevent that thing from being done.

e) **(including) including and includes** are not words of limitation.

f) **(corresponding meanings)** a word that is derived from a defined word has a corresponding meaning.

g) **(singular)** the singular includes the plural and vice versa.

h) **(rules of construction)** neither this Constitution nor any part of it is to be construed against a party on the basis that the party or lawyers were responsible for its drafting.

i) **(legislation)** a reference to any legislation or provision of legislation includes all amendments, consolidations or replacements and all regulations or instruments issued under it.

j) **(time and date)** a reference to a time or date in connection with the performance of an obligation by a party is a reference to the time and date in Sydney, Australia, even if the obligation is to be performed elsewhere.

k) **(writing)** a reference to a Notice, consent, request, approval or other communication under this Constitution or an agreement between the parties means a written Notice, request, consent, approval, or agreement.

l) **(replacement bodies)** a reference to a body (including an institute, association, or authority) which ceases to exist or whose powers or functions are transferred to another body is a reference to the body which replaces it, or which succeeds to its power or function.

m) **(month)** a reference to a month is a reference to a calendar month.

n) **(year)** a reference to a year is a reference to twelve consecutive calendar months.

2 Association Name and Nature

2.1 Name of the Association

The name of the Association is the Camden and District Netball Association Incorporated, trading as Camden Netball Association.

2.2 Nature of the Association

The Association is an Incorporated Association. The Association is a not-for-profit Association.

2.3 Association Colours

The Association colours shall be predominantly Royal Blue, Sky Blue and White.

2.4 Registered Office

The registered office of the Association will be Narellan Sports Hub, 2 Porrende Street, Narellan, NSW.

3 Association Objects

3.1 Objects of the Association.

a) To affiliate with and support Netball NSW and promote the objectives as set out in that organisation's constitution to the extent that such obligations relate to the Association for the promotion, regulation and control of netball within the boundaries of the Association.

b) To promote the economic and sporting success, strength and stability of the Association and its affiliated Clubs.

c) To promote, encourage and control the game of netball in the surrounding areas.

d) To have regard to the public interest in its operation.

e) To promote, regulate and control competition between affiliated clubs.

f) To select and manage netball teams to represent the Association in matches against teams representing other local areas and Associations of New South Wales.

g) To strive for and maintain Government, commercial and public recognition of the Association as the authority for netball in the surrounding areas.

h) To pursue, through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the objects of the Association.

i) To act for its members on all matters pertaining to the conduct of netball in the surrounding areas, including all disciplinary, tribunal and appeals in accordance with this Constitution, Association Policies, and Netball NSW Policies.

j) To formulate and implement appropriate policies, including matters that arise from time to time as issues to be addressed in netball.

k) The income and property of the Association, wherever derived, shall be applied solely towards the promotion of the objects of the Association.

l) To act for its members on all matters pertaining to netball.

m) To use and protect its intellectual property.

n) To encourage and promote performance-enhancing drug free competition.

o) To give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Netball in any capacity to obtain awards or public recognition.

p) To establish and conduct education and training programs for the development of the sport of Netball.

q) To do all such other things as are incidental or conducive to the attainment of the Objects of the Association.

4 Income and Property

4.1 Application

The Association's income and property must be applied solely towards promoting the Association's Objects, and the Association's income and property must not be applied for the profit or gain of its members.

4.2 No Distribution

Subject to clause 4.3, no part of the Association's income or property may be paid, transferred, or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members or Executive Committee.

4.3 Exception

Clause 4.2 does not prohibit making a payment approved by the Executive:

a) For out-of-pocket expenses incurred by an Executive Member in performing a duty as an Executive of the Association.

b) For a service rendered to the Association by an Executive in a professional or technical capacity, other than in the capacity as an Executive of the Association, where.
   (1) the provision of the service has the prior approval of the Executive; and
   (2) the amount payable is not more than an amount that would be a commercially reasonable payment for the service.

c) In good faith to any Member for goods supplied in the ordinary and usual course of business.

d) For reasonable and proper rent for premises let by any Member to the Association.

e) For salary or wages to any Member who is also an employee of the Association.

f) For Representative Officials who may receive gratuity as determined by the Executive Committee.

g) For the indemnification of, or payment of premiums on contracts of insurance for, any Executive to the extent permitted by law and this Constitution.

h) Executive Committee members may receive an Honorarium, not exceeding $1,000.00 per Executive Member per annum, as approved by Council at the First Council meeting after the

Annual General Meeting for the Executive Members who were members of the previous year's Executive Committee.
The Honorarium will be proportioned to the length of service for the Executive Member if they did not serve a full term, which commences at the conclusion of the Annual General Meeting in which they are elected, through to the conclusion of the following Annual General Meeting. Any Executive Committee member who is deemed to have vacated office as per Clause 17.13 shall not be entitled to an Honorarium payment except in circumstances that are considered by Council as a valid reason based on a recommendation from the President/Chairperson.

5 Liability of Members

5.1 Liability of Members

The liability of Members is limited.

6 Guarantee by Members

6.1 Member Undertaking

Every Member of the Association undertakes to contribute to the assets of the Association if it is wound up during the time the member is a member.

a) Payments of the debts and liabilities of the Association contracted before the time at which the member ceases to be a member.

b) The costs, charges, and expenses of winding up.

c) The adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding $1 per member if any unpaid by the member in respect of membership of the Association as required in clause 9.

7 Winding Up.

7.1 Winding up or dissolution.

If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members but must be given or transferred to:

a) A fund, authority, or institution:
   (1) having objects similar to the Objects of the Association.
   (2) whose Constitution prohibits distributions or payments to its members and Executive (if any) to an extent at least as great as outlined in clause 4.

8 Effect of, and altering, this Constitution.

8.1 Contract effect

This Constitution will have effect as a contract:

a) Between the Association and each affiliated Club.

b) Between the Association and each Member.

c) Between the Association and each Executive.

d) Between a member and each other member, under which each member agrees to accept the provisions of this Constitution, and comply with those provisions, as far as they apply to that member.

8.2 Altering the Constitution.

Notwithstanding any provisions contained in the Act, no amendment will be made to this Constitution unless such amendment is first approved by a special resolution requiring at least 75% of the members of the Council present and voting at an Extraordinary General Meeting.

The Constitution and policies will be reviewed annually. Twenty-One (21) days' notice must be given, for any changes to the Constitution, in writing or electronically, to each Executive Member, the Secretary of each affiliated club and Active Life Members.

9 Membership

9.1 Affiliation of Clubs

Affiliated Clubs Requirements.

a) The administration requirements for affiliated Clubs for each membership year are:
   1) Consists of one or more teams comprising Registered Members of the Association.
   2) Must be incorporated in NSW and must comply with the requirements of Incorporation.
   3) Provide to the Association a copy of the current year's Incorporation receipt within fourteen (14) days of submitting the annual return.
   4) Conform with its Constitution and abide by the Constitution of the Association and its Rules, Regulations, Policies and any directions of the Executive Committee.
   5) Have a committee, consisting of a minimum of the President, Secretary and Treasurer, all of whom must be individual persons who are elected by members of the Club at the Annual General Meeting of the Club.
   6) Clubs must forward a list of names, email and telephone numbers of the members of the club's committee and their delegates to the Association within fourteen (14) days following election.
   7) Provide a copy of the Club's revised Constitution fourteen (14) days after any changes made to the Constitution at an appropriate Club meeting.

9.2 Number of Members

a) The Association may not have fewer than 5 Members at any time.
b) The maximum number of Members is unlimited.

9.3 Members

The members are:

a) The affiliated Clubs, subject to this Constitution, will be represented by their Delegates, in accordance with Clause 13, who will have the right to attend and vote at Annual General Meetings, Extraordinary General Meetings and General Meetings for and on behalf of their affiliated Club.

b) The individual members, who are subject to this Constitution, may attend General Meetings as observers only, and have no right to participate in the business of the meeting or vote at the meeting.

c) Active Life Members of the Association who can also be members of an affiliated club in accordance with clause 12.2, and who will have the right to attend and vote at General Meetings in their own right.

d) Executive Members as elected by Council, who shall be members of the Association and who will have the right to attend and vote at Annual General Meetings, Extraordinary General Meetings and General Meetings in their own right as an elected Executive Member of the Association.

9.4 Applications for new Clubs to Affiliate with the Association.

a) Every application for membership as an affiliated club must be:

   1) Made in writing to be approved by the Executive Committee.

   2) Only Clubs that are incorporated within the State of New South Wales will be considered.

   2) Signed by the club representatives and setting out the name and address of the club, together with a copy of their Constitution.

   3) Clubs should apply to the Association to register their club's name and colours before affiliation. Club colours are subject to approval by the Executive.

   4) Clubs must nominate a President, Secretary and Treasurer with their application.

b) The Secretary will notify each Club that an application from an Incorporated Club has been received requesting to be affiliated with the Association.

c) As part of the notification, the Secretary will inform Clubs that the application has been considered by the Executive and has been approved or denied by the Executive.

d) Each Club has fourteen (14) calendar days from the date of the notification to in writing detail any objection or support to the affiliation of the club with the Association.

e) Any Club that has an objection to the application must detail the grounds on which their objection is based. The grounds for objection will be considered by the Executive Committee and advice the Club concerned if they consider the objection has merit.

   Any objections must be evidence based that the new club would have a detrimental effect on their club and jeopardise its existence as an affiliated club with the Association.

f) If the Executive Committee consider objections from the Club to have merit, the Executive Committee meet with the Club and discusses their objections regarding the new affiliation application.

g) The Executive Committee will then make a final decision as to whether the affiliation application still has merit to be approved or that the objection has been proven, and the application will be denied. The decision of the Executive Committee is final and cannot be appealed.

h) An affiliated club shall have the power to acquire and deal with property and funds in accordance with its Constitution and independently of the Association.

9.5 Individual Membership Renewal

In order to remain members, individual members must:

a) Renew their membership and/or become a new member with their respective affiliated club annually.

b) The Executive Committee must approve any membership directly with the Association.

c) Pay the annual membership fees from time prescribed by the Association to the Association for registrations as per Clause 9.5 to the Association.

d) Any person admitted to membership shall be subject to the provisions of the Association's Constitution.

9.6 Membership Fees

a) The affiliated clubs must pay annual individual membership fees prescribed by the Council from time to time.

b) The Council may, from time to time, fix fees for each competition as the case may be.

c) Fees for all membership categories for the following year will be set at the first (1) Council Meeting following the Annual General Meeting.

10 Discontinuance of Membership

10.1 When Membership ceases

A member ceases to be a member if:

a) The member dies.

b) Resigns from membership.

c) The member ceases to satisfy all requirements for their respective category of membership.

d) The member is expelled by the Executive in accordance with the Associations and Netball NSW Policies.

e) Fails to pay the Annual Membership fee

10.2 Withdrawal of Affiliated Club

Any affiliated club may withdraw from membership of the Association by giving a duly executed written notice of at least three calendar months to the Secretary. All outstanding monies owing to the Association must have been paid before the written notice can be executed.

10.3 Consequences of cessation of Membership

If an affiliated club ceases to be a member in accordance with this Constitution or the Act, the individual members of that affiliated club may cease or remain members to the extent (if any) and for such time (if any) as is determined by the Executive in its sole discretion.

10.4 No claim against the Association

A member whose membership ceases does not have any claim against the Association or the Executive Committee for damages or otherwise.

11 Register of Members

11.1 Register

a) The Association will maintain a register of members as required by the Act.

b) Each affiliated club must notify the Association of any change in its members' details within 28 days after the change.

12 Life Members

12.1 Appointment

a) The nominee's length of service to the Association shall be a minimum of 10 years with a minimum of six (6) years' service as an Executive Member in accordance with Clause 12 and any such policy relating to the awarding of Life Membership as may be in place from time to time.

b) Life Membership is the highest award available to recognise the outstanding contribution of individuals to the Association, with the emphasis on outstanding voluntary service for the Association.

c) The contribution of the nominee must have been beyond what could be expected to be undertaken within the netball community.

d) They must have made an outstanding contribution to the growth or development of netball for the Association.

e) They must have demonstrated behaviours and values in their ethical service and have a positive reputation and standing within the Association's netball community.

f) A candidate for election as a Life Member must be nominated in writing by two (2) members of Council at least three (3) months prior to the Annual General Meeting.

g) The Executive will review all nominations received to ensure they meet the criteria defined in this Constitution and any Association Policy relating to the awarding of Life

Membership as may be in place from time to time and, if appropriate, put forward such nomination to Council for voting.

h) Nominations will be forwarded to each member of the Council for return by electronic ballot by 5 pm on the 4th Monday in October. Votes received after the closing date and time will be considered invalid.

i) Election as a Life Member shall require an affirmative vote of seventy five per cent (75%) of the votes cast.

j) The Executive Committee may at any time and from time to time fix the total number of persons who may be Life Members at any one time and the maximum number of candidates who may be nominated in any year.

k) A Life Member must be a registered active member to retain full voting rights at the Annual General Meeting and General Meetings.

Criteria: attendance at least three (3) Council Meetings during the current year or carrying out functions within or for the Association on a regular basis.

l) A person ceases to be a Life Member of the Association if the person is expelled from the Association, in accordance with the Netball NSW Member Protection Policy.

12.2 Registration

Life Members must be registered with the Association annually to be eligible to vote. For these registered Life Members, the nonplayer/volunteers membership fee to the Association and Netball NSW will be paid by the Association if required.

13 Council

13.1 Council

The Council shall consist of Active Life Members, the Executive Committee, and two Delegates from each affiliated Club and one (1) Delegate from Clubs with one (1) team.

14 Delegates to Council

14.1 Appointment of Delegates

a) Each affiliated club is entitled to appoint two (2) delegates and two (2) alternate delegates to attend and vote at General Meetings. Affiliated clubs with only one (1) team are entitled to appoint one (1) delegate and one (1) alternate delegate to vote at general meetings.

b) All delegates must be at least 18 years of age and be registered members of the Association and the affiliated club that they represent.

c) The appointing affiliated club should appropriately empower a delegate to consider and make decisions and vote at meetings of the Association.

d) The Secretary of each affiliated club shall, notify the Association Secretary of the names, addresses and electronic contact details of club delegates within fourteen (14) days of the affiliated club's Annual General Meeting.

e) An affiliated club may remove any delegate and appoint an alternate club member in their place by notice in writing to the Association Secretary, twenty-four (24) hours prior to the meeting, and registration status has been confirmed.

15 General Meetings of Council

15.1 Annual General Meeting

a) The Annual General Meeting of the Association shall be held on the 4th Monday in November each year.

b) All financial members of the Association may attend the Annual General Meeting of the Association as observers. Only members of the Council may vote and participate in the business of the meeting.

c) At least twenty-one (21) days' notice of the Annual General Meeting of the Association shall be given in writing or electronically to each Executive Member, the Secretary of each affiliated club, and Active Life Members.

d) A copy of the Association's Annual Report and Audited Balance Sheet and a list of nominations for the Executive Committee shall accompany such notice.

e) The accidental omission to give any member of the council such notice will not invalidate the meeting nor any of the business of the meeting.

f) A quorum for the Annual General Meeting shall be Delegates representing one half of the affiliated Clubs and a majority of the Executive Committee.

g) If, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting must stand adjourned to a date fixed by the Executive Committee.

15.2 Business of the Annual General Meeting

a) Confirmation of the minutes of the previous Annual General Meeting.

b) Consideration and adoption of the Annual Report and Audited Balance Sheet.

c) Appointment of an Auditor for the ensuing year.

d) Identification of registered Life Members that have been active in the current year, enabling them to have full voting rights at this meeting and General Meetings until they are confirmed as active at the next Annual General Meeting.

e) Such other business as the meeting thinks fit.

f) Election of Office Bearers – Executive Committee.

15.3 Extraordinary General Meeting

The Executive may, whenever they think fit, convene an Extraordinary General Meeting, which must also be convened on such requisition, or in default may be convened by such requisitions, as provided by the Associations Incorporations Act.

15.4 Quorum

a) No business may be transacted at any Extraordinary Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.

b) Unless otherwise provided in this Constitution, a quorum for an Extraordinary Meeting shall be Delegates representing one-half of the affiliated Clubs, and a majority of the Executive. If, within thirty minutes from the time appointed for the meeting, a quorum is not present, the meeting:

1) If convened upon the requisition of Members, must be dissolved.
2) In any other case, it must stand adjourned to be held within fourteen (14) days at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will be the quorum.

15.5 Chairperson

The President shall be the Chairperson for all meetings, or in their absence, the Vice President, must preside as Chairperson at any Annual General Meeting, Extra Ordinary Meeting and General Meetings of the Association and if at any meeting neither the President nor the Vice President is present within thirty (30) minutes after the time appointed for holding the meeting, the Delegates present must choose an Executive Member to be Chairperson of the meeting.

15.6 General Meetings

a) The Council shall hold at least three (3) meetings between each Annual General Meeting; the first General Meeting will be held immediately following the Annual General Meeting.

b) The Secretary shall call a meeting of the Council.

1) At the direction of the President, or
2) On a requisition signed by not less than one-half of the members of the Council.

c) At each meeting of Council, Observers, Life Members, and each delegate present shall sign an attendance book and state therein the affiliated club represented at the meeting. A delegate may represent only one (1) affiliated club at any General Meeting.

d) All financial members of the Association may attend General Meetings of Council as observers. Only members of the Council may vote and participate in the business of the meeting.

15.7 Notice of General Meeting

a) The Council Meeting dates will be set down in the Association's calendar each year.

b) Council members shall be given fourteen (14) days' written notice of General Meetings.

c) Any notice shall specify.

1) the place, the day, and the hour of the meeting; and
2) in case of special business, the general nature of that business, to such persons as are, under this Constitution, entitled to receive such notices from the Association.

d) Any such notice under clause 15 must be given to:

1) the Secretary of affiliated clubs.
2) each registered Active Life Member.
3) each Executive Member.

e) The members entitled to receive notice of a meeting may agree to a shorter notice period.

f) Attendance at meetings is compulsory, and an affiliated club not represented at any meeting may be liable to a fine set by the Executive.

15.8 Entitled to attend General Meetings.

No affiliated club may be represented at/or take part in a General Meeting unless all monies then due and payable to the Association in accordance with this Constitution are paid.

15.9 Proceedings at General Meetings

a) The accidental omission to give any member of the council such notice will not invalidate the meeting nor any of the business of the meeting.

b) A person's attendance at a General Meeting waives any objection that the person may have to:-
1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

c) The Council shall, at the first Council Meeting following the Annual General Meeting each year, conduct the following business as part of the business of the meeting:
1) set the annual individual membership fees payable by each individual member in accordance with Clauses 9.5 and 9.6

15.10 Quorum

a) No business may be transacted at any General Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.

b) Unless otherwise provided in this Constitution, a quorum for a General Meeting shall be Delegates representing one-half of the affiliated clubs and a majority of the Executive.

c) If, within 30 minutes of the time appointed for the meeting, a quorum is not present, the meeting:
1) if convened upon requisition of Members, must be dissolved; and
2) in any other case, it must stand adjourned to a date fixed by the Executive Committee. The Secretary shall give Council Members written notice thereof.
3) and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will be a quorum.

15.11 Adjourned Meetings

a) The Chairperson may, with the consent of any meeting at which a quorum is present (and must if so, directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

b) When a meeting is adjourned for ten days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Except as otherwise required, it is not necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

15.12 Vote at General Meetings

a) At any General Meeting, a resolution put to the vote of the meeting will be decided on a show of hands, unless a secret ballot is demanded by at least five (5) members present in person and eligible to vote.

b) Unless a secret ballot is demanded, a declaration by the Chairperson that the resolution has on a show of hands, been
   1) carried or
   2) carried unanimously, or
   3) by a particular majority
   4) or lost.

   And entry to that effect shall be recorded in the minutes of the meeting and will be conclusive evidence of the fact of the outcome of the vote taken, without recording the specific numbers of a vote.

c) If a secret ballot is duly demanded, it must be taken in such a manner as the Chairperson directs, and unless the meeting is adjourned, the result of the secret ballot will be deemed to be the resolution of the meeting at which the secret ballot was demanded.

d) A secret ballot demanded on a question of adjournment must be taken forthwith. A secret ballot demanded at a meeting on any other question will be taken at such a time at that meeting as the Chairperson of the meeting directs.

15.13 Voting Rights

a) Every delegate representing an Affiliated Club (subject to clause 14.1), Active Life Member or an Executive Member will, subject to this Constitution, be entitled to one vote at General Meetings. In the case of an equality in votes, the President or, in their absence, the Chairperson, shall have the casting vote.

b) If an Executive Member is also a Life Member, that Executive Member may only exercise one vote.

c) If a Delegate of an Affiliated Club is also a Life Member, that Delegate may only exercise a vote on behalf of the Affiliated Club.

15.14 Use of Technology

a) General Meetings may, when approved by the Executive, be held at two or more venues using any technology permitted by the Corporations Act, including holding Hybrid

Meetings or Virtual Meetings, provided that it is consistent with the Act and gives Members of Council a reasonable opportunity to participate.

b) The Executive may hold Executive Meetings as they think fit, using any procedure and technology which is permitted by the Act or authorised by the Executive, including by holding Hybrid Meetings or Virtual Meetings.

15.15 Decisions at General Meetings

Except as otherwise required by the Act, questions arising at a General Meeting must be decided by a majority of votes cast by delegates of Affiliated Clubs, Active Life Members and Executive Members, at the meeting.

16 Council

16.1 Membership

The Council will consist of Active Life Members, (subject to this Constitution), the Executive Committee, and two (2) delegates from each affiliated club and affiliated clubs with one team shall have one (1) delegate.

16.2 Powers of Council

The Council shall be responsible for the execution of the objects of the Association and, without in any way limiting this responsibility, shall have power.

a) Control and manage the affairs of the Association.

b) Approve annual membership fees payable by each individual member and enforce payment thereof.

c) Acquire real and personal property of all descriptions and sell or otherwise dispose of it.

d) Borrow money on behalf of the Association and give security; therefore, to enter into guarantees of indebtedness on behalf of any affiliated club.

e) Generally, carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association.

f) Review and adopt rules pertaining to the conduct of competitions organised and conducted by the Association.

g) To prescribe to the Constitution of the Association.

h) To promote and control the playing of netball throughout the surrounding areas.

i) Act in accordance with the Member Protection Policy pursuant to this Constitution and or Netball NSW Policies against any affiliated club or financial member.

j) From time to time, to make, amend, and rescind the Constitution.

k) To maintain affiliation with Netball NSW and to participate in the operation of that organisation.

17 Executive

17.1 Powers and Duties of the Executive

a) The Executive are responsible for managing the Association's business and affairs and may exercise all the Association's powers which are not required, by the Act or by this Constitution, to be exercised by the Council in a General Meeting.

b) The Executive shall act in the best interest of the Association for any legal/financial proceedings by or against the Association.

c) To appoint Patrons and cancel such appointments.

d) To delegate any of its responsibilities to committees consisting of such Council Members or Members as it thinks fit and may from time to time revoke such delegation.

e) The Executive can exercise any powers given to the Association under clause 16 of this Constitution.

f) Without limiting clause 17.1a), the Executive may exercise all the Association's powers to:
   1) borrow or otherwise raise money.
   2) charge any property or business of the Association.
   3) open and operate banking accounts.
   4) invest funds in any manner authorised by law for the investment of trust funds.

g) The Executive may pay out of the Association's funds all expenses of the promotion, formation and registration of the Association and the vesting in it of the assets acquired by it.

h) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Executive think fit.

i) To engage, appoint, control, remove, discharge, suspend, and dismiss such Managers, Secretaries, Administrators, Officials, Agents and servants or other employees as it may from time to time deem appropriate and to determine the duties, pay salary, emoluments or other remunerations of such persons.

j) The Executive have the authority to institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or it is Executive or otherwise concerning the affairs of the Association and to compound or allow reasonable time payment and satisfaction of any debts due to and any claims or demands by or against the Association to arbitration and to on serve and perform the award.

k) The President, Secretary and Treasurer shall be entitled to sign or endorse on the Association's behalf contracts, receipts, acceptance cheques, bills of exchange, promissory notes and other documents or instruments.

l) The Executive can enter into individual Contracts on behalf of the Association for services, equipment, products, improvements and agreements to a monetary limit for each contract as determined by Council at the first (1st) Council meeting following the

Annual General Meeting each year. The Executive Committee must obtain Council approval for any Contract above the monetary limit set by Council.

m) To call for and appoint all Sub-Committees, Representative Officials, Netball NSW Delegates, Returning Officer, and other positions as determined by the Executive Committee from time to time for the ensuing year must be submitted on the approved application form on dates determined by the Executive Committee.
All positions will be appointed at a time determined by the Executive Committee.

n) Develop and approve all policies and procedures pertaining to the Association's development and administration.

o) The Executive may be empowered by Council to take appropriate action under any Netball NSW Policies pursuant to this Constitution against any affiliated club or financial member of the Association.

17.2 Executive Positions

a) The Executive will consist of:

President

Vice President

Secretary

Treasurer

Umpires Coordinator

Coaching Coordinator

Representative Coordinator

Competition Coordinator

Media Coordinator

b) The election of Office Bearers to form the Executive shall take place at the conclusion of the Annual General Meeting to be held in November each year.

c) A person may only hold one position on the Executive Committee.

d) If there is any vacancy, a call for nominations will be made by the Secretary for nominations in writing to fill such vacancy/vacancies shall be accepted up to twenty-one (21) days prior to the appropriate meeting and voted upon at the meeting.

e) If the position remains unfilled, another Executive may be co-opted to fulfil the duties of this role until it can be filled. If so, that Executive member does not have any additional voting rights.

17.3 Qualifications of Executive.

Subject to the provisions of clause 17:

a) All Executive members must be registered members of the Association.

b) All Executive members must be at least 18 years of age.
c) Must not be a direct employee of the Association.

17.4 Term of Executive

All executives elected by members of the Council will hold office for a term of 1 year.
The term will commence at the conclusion of the Annual General Meeting in which they are elected, through to the conclusion of the following Annual General Meeting.

17.5 Election at Annual General Meeting

a) The Secretary will give twenty-one (21) days' notice in writing or electronically to each Executive Member, the Secretary of each affiliated club, Active Life Members of an election of Executive, with all elections to be declared at the Annual General Meeting by the Returning Officer.

1) Nominations for election must be made in writing, signed by two (2) senior registered members of the Association, not including the candidate.

2) The candidate will sign the nomination form confirming acceptance of the nomination and must be a senior registered member of the Association.

3) Nominations shall be lodged with the Returning Officer no later than 5 pm on the 4th Monday in October each year. Qualifications shall accompany each nomination.

4) No late nominations will be accepted.

b) Existing office bearers shall be eligible for re-election.

c) Election of the Executive Committee will be by a secret ballot conducted by the Returning Officer. Those nominated will only be elected by a majority of votes cast by members of the Council present and voting.

d) Ballot papers shall be destroyed.

17.6 Casual vacancy of Executive

Any casual vacancy during the term of office will require the Secretary to call for nominations. Nominations will close twenty-one (21) days prior to the next General Meeting. The Executive, if it thinks fit to do so, can call a Council Meeting for the purpose of filling the vacancies. If the position is not filled, a recall for nominations will open. Any Executive filling such a vacancy will hold office until the conclusion of the following Annual General Meeting.

17.7 Remuneration of Executive

No Executive shall be entitled to receive any remuneration for services subject to the exceptions noted in clause 4.2 and clause 4.3.

17.8 Executive Meetings

Executive Meetings may be held at such time and place as the Executive may from time to time determine.

17.9 Executive entitled to Vote.

Subject to clause 17.10 a), all executive is entitled to vote at Executive Meetings.

17.10 Interested Executive.

a) An Executive who has a material personal interest in a matter that is being considered at an Executive meeting must not:

1) Be counted in the quorum of the Executive while the matter is being considered at the meeting.

2) Be present while the matter is being considered at the meeting; or

3) Vote on the matter,

Unless the Executive voting on the matter is satisfied that the interest should not disqualify the Executive.

b) If an Executive gains a personal interest in a contract or arrangement which the Association has already entered into, the Executive must declare that interest in accordance with clause 17.10 c).

c) A Executive who is in any matter, whether directly or indirectly, interested in a matter which the Association has an interest, or a proposed interest, must declare that interest at the first meeting of the Executive after he or she becomes aware of the interest, by providing written notice which accurately states the nature and extent of the Executive's interest, whether that interest is a relationship or association with a specified person, the holding of any office, or being a member, shareholder or partner of a specified firm, corporation or other entity, or holding of any property or investment, whether directly or indirectly, which may create duties or interest in conflict with the duties or interests of that person as an Executive of the Association.

d) An Executive may not execute any document as an Executive of the Association if that document relates to a contract or arrangement in which the Executive has an interest, and which requires disclosure in accordance with clause 17.10.

17.11 Number of Executives below Quorum

The continuing Executive may act notwithstanding any vacancy in their body, if and so long as their number is reduced below the number fixed by this Constitution as a necessary quorum of the Executive, the continuing Executive will act for the purpose of increasing the number of Executive to that number, by summoning a General Meeting of the Association, but for no other purpose.

17.12 Acts done by Disqualified Executive.

All acts done by any meeting of the Executive or a committee of Executive, or by any person acting as an Executive Member, will, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Executive or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive Member.

17.13 Executive deemed to have Vacated Office.

An Executive Member will be deemed to have vacated the Executive if the Executive Member:

a) Dies.

b) Resigns office by notice in writing addressed to the Executive.
c) Becomes bankrupt or insolvent or makes any arrangements or composition with his or her creditors.
d) Becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health.
e) Is absent from three (3) consecutive meetings of the Executive without leave of the Executive.
f) Becomes prohibited from being an Executive Member of an Association by reason of any provision of the Incorporations Act.
g) Ceases to be a Member of the Association.
h) Is directly or indirectly interest within the meaning of the Act in any contact with the Association or participated in any profits of any contract with the Association provided that an Executive Member will not be deemed to have vacated office if the Executive has declared the nature of the interest in the manner required by Clause 17.10 c) and the Executive is satisfied that the interest should not disqualify the Executive Member; or
Is removed by resolution of the Association in a General Meeting or Executive Meeting.

17.14 Valid Resolution

No act or resolution of the Executive will be invalidated because of the existence of any vacancy or vacancies among the Executive.

18 Secretary

18.1 Minutes

a) The Secretary must record minutes of all meetings and promptly circulate to all or, where appropriate, the relevant Executive for their information.

b) In complying with Clause 17.1, the Secretary may, with the consent of the Executive, delegate the role of drafting minutes to another person.

19 Proceedings of Executive Meetings

19.1 Quorum

a) The Executive may meet for the dispatch of business, adjourn, or otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business will not be less than one half the Executive eligible to vote.

b) If the number of Executives in office at any one time is not sufficient to constitute a quorum at an Executive Meeting, or is less than the minimum number of Executives fixed under this Constitution, the remaining Executives must act as soon as possible to:

1) Increase the number of Executives to a number sufficient to constitute a quorum and to satisfy the minimum number of Executives required under this Constitution.

2) Convene a General Meeting of the Association for that purpose; and until that has happened, may only act, and to the extent that there is an emergency requiring them to act.

19.2 Notice of Meeting

a) Notice of an Executive Meeting must be given to each Executive Member other than an Executive who is on leave of absence approved by the Executive.

b) A notice of an Executive Meeting:

1) Must specify the time and place of the meeting.
2) Must state the nature of the business to be transacted at the meeting.
3) Must be given at least 24 hours before the meeting; and
4) May be given in person or by post, telephone, or electronic means.

c) An Executive may waive notice of an Executive Meeting by notifying the Association to that effect in person or by post, telephone, or electronic means.

d) The non-receipt of notice of an Executive Meeting by, or a failure to give notice of an Executive Meeting to, an Executive Member does not invalidate any act, matter or thing done or resolution passed at the meeting if:

1) The non-receipt or failure occurred by accident or error.
2) Before or after the meeting, the Executive:

a) Waived or waives notice of that meeting under clause 19.2 c); or
b) Has notified or notifies the Association of his or her agreement to that act, matter, thing, or resolution personally or by post, telephone, or electronic means; or
c) The Executive attended the meeting.

e) Attendance by an Executive member at an Executive Meeting waives any objection which that Executive member may have had arising from a failure to give notice to him or her of the meeting.

19.3 Chairperson

The President shall be the Chairperson for all meetings. In his or her absence, the Vice President must preside. If at any meeting neither the Chairperson nor the Vice President is present within thirty minutes after the time appointed for holding the meeting, the Executive present must choose one of their number to be Chairperson of the meeting (subject to 19.1).

19.4 Questions decided by Majority.

Questions arising at any meeting duly convened at which a quorum is present will be decided by a majority of the votes of the Executive present. In case of equality of votes, the President shall, in addition, have a casting vote.

19.5 Special Meeting

Upon the written requisition of any five (5) Executive members, the President, or Vice President, or in their absence, the Secretary must convene a special Executive Meeting to be held within fourteen (14) days after receipt of the requisition. The written requisition must set forth the objects for which the meeting is required.

19.6 Authorities, Powers, and Discretions

An Executive Meeting for the time being at which a quorum is present will be competent to exercise all or any of the authorities, powers, and discretions by or under the rules of the Association for the time being vested in or exercisable by the Executive.

19.7 Delegation

The Executive may delegate any of its powers to committees consisting of the registered members as it think fit and may from time to time revoke such delegation. Any committee so formed must, in the exercise of powers so delegated, conform to any rules that may from time to time be imposed upon it by the Executive. The meetings and proceedings of any such committee will be governed by this Constitution regarding the regulation of the meetings and procedures of the Executive as far as those are applicable and are not superseded by any rule made by the Executive under this clause.

19.8 Acts stand despite a defect in the Appointment.

All acts done at any Executive Meeting or by any person acting as an Executive member will, notwithstanding if it is afterwards discovered that there was some defect in the appointment of such Executive member or persons acting or that any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be an Executive.

19.9 Minutes

The Executive will cause minutes to be duly entered in books provided for all resolutions and proceedings of the Association and of Executive Meetings and committees and all appointments of officers made by the Executive and such minutes must be signed by the Chairperson of the meeting at the next ensuing meeting and upon same being signed will be receivable as prima facie evidence of matters stated in such minutes.

20 Committees, Panels and Tribunals

20.1 Appointment

a) The Executive may from time to time appoint committees, panels, and tribunals to carry out such duties and functions and to exercise such powers as the Executive determines.

b) Such committees, panels and tribunals may consist of members of the Council and or the Executive of the Association and others who may be co-opted for the purpose to give advice.

c) The Executive may disband a committee, panel or tribunal as required.

20.2 Delegation of Powers

The Executive may at their discretion delegate to any committee, panel, or tribunal such of their powers as they are not expressly prohibited from delegating for such time and subject to such conditions and restrictions as they may think expedient, and either collaterally with or to the exclusion of the powers of the Executive in that behalf and may at any time revoke or vary any such delegated powers.

20.3 Procedures for Meetings

The procedures for any committee, panel or tribunal meeting will, subject to any necessary or incidental amendments, be the same as those applicable to Executive meetings under Clause 19.2 and Clause 19.3. The quorum for committee, panel and tribunal meetings will be determined by the committee/panel/tribunal but will be no less than the majority of the total number of committee/panel/tribunal members.

21 Accounts

21.1 Accounts to be Kept.

The Executive must cause true accounts to be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place and of the credits and liabilities of the Association, and all sales and purchases of goods and services by the Association.

21.2 Accounts

The accounts will be kept at the registered Office of the Association or at such other place or places as the Executive deems appropriate.

21.3 Account Authority

The banking accounts of the Association will be kept at a bank or building society approved by the Executive Committee, and all payments operating on the accounts will be authorised by any two (2) of the President, Secretary or Treasurer.

21.4 Balance Sheet and Income and Expenditure Account

a) A balance sheet and an income and expenditure account must be tabled at the Annual General Meeting, made up to the Financial Year as per clause 21.10. The balance sheet must be accompanied by a report to the members upon the general state of the Association's affairs and such other reports as may be required by the Act.

b) Written reports on the Profit and Loss of the Association and the financial situation will be given at each General Meeting and Executive Meeting.

21.5 Service of Accounts

A copy of the Audited accounts, balance-sheet and report must, fourteen (14) days before the Annual General Meeting at which they are tabled, be served on every Executive Member, Active Life Member and Secretary of each affiliated club entitled to receive notices of Annual General Meeting in the manner in which notices are directed to be served.

21.6 Accounts and Books open to Inspection.

The Accounts of the Association must be open to inspection by the Members of the Executive and members of the Council upon request to the extent required by the Act.

21.7 Audit of Accounts

a) Once at least every year, the accounts of the Association must be examined, and the correctness of the balance sheet ascertained by a registered company accountant.

b) The Association is only obliged to comply with the minimum requirements (if any) imposed on the Association by the Act in relation to the preparation of financial reports and the reporting of the financial affairs of the Association.

21.8 Auditor

Auditors shall be appointed by the Council at the Annual General Meeting each year, and their duties shall be regulated in accordance with the provisions of the Act.

21.9 Maintenance of Records

The Association must retain its records for the period required by law.

21.10 The Financial Year of the Association

The financial year of the Association shall commence on 1st October and conclude on 30th September in the following year.

22 Notices

22.1 Service of Notice

A notice will be served by the Association upon any member by:

a) Delivering it to the member personally.
b) Sending it to the member's electronic address if the member has nominated one to the Association.
c) Posting by pre-paid post to the member's registered place of address.

22.2 Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member will not invalidate the proceedings at any time.

22.3 Signature

The signature to any notice to be given by the Association may be electronic, written or printed.

22.4 Day of Service

Where a given number of days' notice or notice extending over any other period is required to be given, the day of service will, unless it is otherwise provided, be counted in such number of days or other period.

23 Awards

23.1 Representative Awards

a) Representative Players and Officials who represented the Association will be recognised in a manner as determined by the Executive Committee.
b) Representative Players and Officials who have represented the Association for ten (10) years, which may not be consecutive, will be recognised in a manner as determined by the Executive Committee.

23.2 Awards List

a) The Robyn Bracken Award
Will be awarded to a Senior Representative player each year.

b) The Lyn Hahn Award
Will be awarded to a Junior Representative player each year.

d) The Pat Toogood Junior Umpires Award
Will be awarded to a Junior Umpire each year.

e) The Sue King Senior Umpires Award
Will be awarded to a Senior Umpire each year.

f) The Umpires Committee Award
Will be awarded by the Umpires Committee to an Association Umpire.

g) The Representative Coach Award
Will be awarded to a Representative Coach each year.

23.3 Award Criteria

The Criteria for all Awards will be set out in the Awards Criteria Policy.

24 Confidentiality

24.1 Maintain Confidentiality.

All Executive Members and members must maintain the confidentiality of the Association information and must not disclose any Association information to any person except:

a) With prior written consent of the Executive.
b) To the executive, the Association's employees, and the professional advisors of the Association.
c) If applicable, as required by law, after first consulting the Executive about the form and content of the disclosure; and
d) To Netball NSW, but only to the extent those disclosures are required by policies agreed between the Association and Netball NSW from time to time.