



CONSTITUTION

VICTORIAN NETBALL ASSOCIATION INC (NETBALL VICTORIA)

Date: 5th May 2019

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CONSTITUTION

of

VICTORIAN NETBALL ASSOCIATION INCORPORATED

(Registration No. A0015625A)

1. NAME

The name of the incorporated association is the Victorian Netball Association Incorporated trading as Netball Victoria (**Association**).

2. OBJECTS OF ASSOCIATION

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

- (a) create a uniform entity through and by which Netball in Victoria can be encouraged, conducted, promoted and administered and to be the governing body of Netball in Victoria;
- (b) promote and encourage national Netball and the conduct of national competition as an affiliated member of Netball Australia Limited (**NA**);
- (c) adopt and accept the playing rules of the International Netball Federation Limited (**INF**) and abide by the interpretation of such rules as determined from time to time by the Association;
- (d) act for its Members in all matters pertaining to Netball;
- (e) control, manage and conduct Netball competitions at a state level;
- (f) select and manage Netball teams to represent Victoria in national matches inside and outside Victoria;
- (g) encourage, conduct, promote, and administer Netball throughout Victoria, through and by the Members for the mutual and collective benefit of the Members and Netball;
- (h) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- (i) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
- (j) at all times to act on behalf of, and in the interests of, the Members and Netball;
- (k) promote the economic and sporting success, strength and stability of the Association and the Members and to act interdependently with each Affiliated Association in pursuit of these Objects;
- (l) affiliate and otherwise liaise with NA and such other bodies as may be desirable, in the pursuit of these Objects;

- (m) encourage, conduct, promote, advance and govern Netball;
- (n) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- (o) use and protect the Intellectual Property;
- (p) strive for and maintain government, commercial and public recognition of the Association as the authority for Netball in Victoria;
- (q) promulgate and secure uniformity in such rules and standards as may be necessary for the management of Netball, Netball competitions and related activities, including but not limited to the rules of the game and coaching standards;
- (r) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects of the Association;
- (s) maintain and extend the operations and activities of the Association through the Affiliated Associations;
- (t) further develop the Association and Netball into an organised institution and having regard to these Objects and in conjunction with the Affiliated Associations, foster, regulate, organise, conduct and manage Netball tournaments, competitions, events, displays and other activities;
- (u) promote the health and safety of athletes, officials and other individuals participating in Netball in any capacity;
- (v) act as final arbiter on all matters pertaining to the conduct of Netball in Victoria, including disciplinary matters;
- (w) establish and conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Netball rules and standards;
- (x) formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Netball;
- (y) represent the interests of the Members and of Netball generally in any appropriate forum;
- (z) have regard to the public interest in its operation;
- (aa) encourage and promote performance-enhancing drug free competition;
- (bb) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Netball in any capacity to obtain awards or public recognition; and
- (cc) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. POWERS OF ASSOCIATION

Solely for furthering the Objects the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

4. INTERPRETATION AND DEFINITIONS

4.1 *Definitions*

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)*.

Affiliated Association means a not-for-profit incorporated association or company limited by guarantee which has an interest in Netball.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under **Rule 7**.

Appointed Director means a Director appointed under **Rule 18.4**.

Association means the Victorian Netball Association Incorporated.

Board means the body consisting of the Directors under **Rule 18.2**.

Chairperson means the chairperson of the Association appointed under **Rule 18.2(c)**.

Chief Executive Officer or **CEO** means the chief executive officer of the Association appointed by the Board under **Rule 23.1**.

Community Member means a body incorporated under legislation and which has an interest in Netball.

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

Delegate means a representative of an Affiliated Association, an Interested Member or Community Member.

Director means a member of the Board and includes an Elected Director and an Appointed Director.

Elected Director means a Director elected under **Rule 19**.

Financial Year means the year ending on 31 December.

General Meeting means a meeting of Members convened under **Rules 11** or **12**.

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

Interested Member means a for profit organisation (being a company, partnership, statutory body or otherwise) which has an interest in netball.

Life Member means an individual elected as such under **Rule 6.2(m)**.

Member means any of an Affiliated Association, an Interested Member, a Community Member, a Registered Member or a Life Member. "Members" means all these members collectively as members of the Association for the time being under **Rule 6**.

Netball means the sport and game of netball as determined by INF with such variations as may be recognised by the Association from time to time.

Objects mean the objects of the Association in **Rule 2**.

President means the president of the Association appointed under **Rule 18.2(b)**.

Register means the register of Members kept under **Rule 8.1**.

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

Regulations means any regulations made by the Board under **Rule 34**.

Special Resolution has the same meaning as in the Act.

Voting Member means a Member with voting rights under **Rule 17.1**.

4.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

4.3 *Enforceability*

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

4.4 *Model Rules*

This Constitution expressly displaces the model rules under the Act.

4.5 *Objects*

The Association is established solely for the Objects.

5. REGISTERED ADDRESS

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

6. MEMBERSHIP OF ASSOCIATION

6.1 *Categories of Member*

The Members shall be, and shall be divided into, the following categories:

- (a) Affiliated Associations, which shall be represented by their Delegate. The Delegate shall have the right to be present, to debate and to vote at General Meetings on behalf of the Affiliated Association;
- (b) Interested Members, which shall be represented by their Delegate. The Delegate shall have the right to be present and to debate at General Meetings on behalf of the Interested Member, but shall have no voting rights;
- (c) Community Members, which shall be represented by their Delegate. The Delegate shall have the right to be present and to debate at General Meetings on behalf of the Community Member, but shall have no voting rights;
- (d) Registered Members, which shall have the right to be present and to debate at General Meetings, but shall have no voting rights;
- (e) Life Members, which shall have the right to be present, to debate and to vote at General Meetings; and
- (f) such other category or categories of members as determined by the Board from time to time.

6.2 *Application For Membership*

- (a) To be eligible for membership as an Affiliated Association, the Affiliated Association must be incorporated or in the process of incorporation, which process must be complete within twelve months of applying for membership under this Constitution.

- (b) For such time an applicant for membership as an Affiliated Association is not incorporated, the president of any unincorporated body shall be deemed to be the Member, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Associations, to the extent that this is possible.
- (c) Any dispute as to the application of this Constitution to an unincorporated Affiliated Association shall be resolved by the Board in its sole discretion.
- (d) To be eligible for membership as an Interested Member, the applicant must be a legal entity which operates for profit.
- (e) To be eligible for membership as a Community Member, the applicant must be a body incorporated under legislation.
- (f) Subject to this Constitution, an application for membership as a Member must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the CEO.
- (g) As soon as is practicable after the receipt of an application under **Rule 6.2(f)**, the CEO shall refer the application to the Board.
- (h) Upon an application being referred to the Board, the Board may, acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements under this **clause 6.2** or not. The Board shall not be required or compelled to provide any reason for such acceptance or rejection.
- (i) If the Board accepts an application for membership, the Board shall determine the appropriate category of membership and the CEO shall, as soon as practicable, notify the applicant in writing that it is approved or declined. If approved, membership shall commence on entry into the Register in accordance with **Rule 6.2(k)**.
- (j) If the Board rejects an application for membership, the CEO shall, as soon as practicable, notify the applicant in writing that she, he or it is not approved for membership. The Board is not required to give reasons for its decision. There is no right of appeal where the Board rejects an application for membership.
- (k) If the application for membership is approved, the CEO shall enter the applicant's name in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The CEO shall also enter the category of membership afforded to the Member and the name of the Delegate (if applicable).
- (l) An Affiliated Association, Interested Member or Community Member is not required to reapply for membership each Financial Year and shall, subject to this Constitution, remain Members provided all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year. If an Affiliated Association, Interested Member or Community Member does not pay the Annual Subscription

within thirty days of the due date, their membership shall lapse and they will be required to reapply for membership in accordance with this **Rule 6.2**.

- (m) Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Members may be lodged with the CEO by any other Member by the last working day in November of each year.

6.3 Delegate of Affiliated Association, Interested Member and Community Member

- (a) An Affiliated Association, Interested Member or Community Member shall nominate to the Association its Delegate to represent that Affiliated Association, Interested Member or Community Member at General Meetings.
- (b) The Board may in its discretion determine that a person nominated by an Affiliated Association, Interested Member or Community Member to be a Delegate shall not represent an Affiliated Association, Interested Member or Community Member as a Delegate, and shall notify that Member accordingly.
- (c) The CEO shall record any change in Delegate in the Register.
- (d) Each Delegate must comply with the directions given by a resolution of the Affiliated Association, Interested Member or Community Member, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.
- (e) The Delegate is the only person who may represent the Affiliated Association, Interested Member and Community Member at General Meetings. The Affiliated Association, Interested Member and Community Member shall advise the CEO at least forty-eight hours prior to the Annual General Meeting who its Delegate will be for the succeeding year. If no notification is provided to the CEO, the Secretary of the Affiliated Association shall be deemed to be the Delegate.

6.4 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
 - (ii) they shall comply with and observe this Constitution and the Regulations;
 - (iii) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - (iv) this Constitution and Regulations are necessary and reasonable for promoting the Objects;
 - (v) neither membership of the Association nor this Constitution gives rise to:
 - (A) any proprietary right of Members in, to or over the Association or its property or assets; and

- (B) subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board; and
- (vii) a right, privilege or obligation of a person by reason of their membership of the Association:
 - (A) is not capable of being transferred or transmitted to another person; and
 - (B) terminates upon the cessation of membership whether by death, resignation or otherwise.
- (b) Members may, by virtue of membership of the Association and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Association; and
 - (iv) conduct any activity approved by the Association.

7. SUBSCRIPTIONS AND FEES

The Annual Subscriptions and any other fees payable by Members or category of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

8. REGISTERS

8.1 CEO to Keep Register

The CEO shall keep and maintain the Register in which shall be entered the full name, address, category of membership and the date of entry (or removal) of the name of each Member and whether the Member has been granted voting rights. The Board may determine other membership information be included in the Register.

8.2 Inspection of Register

Subject always to the Act and having regard to confidentiality and privacy considerations, an extract of the Register, excluding the contact details of a Member who is an individual, may be available for inspection (but not copying) by Voting Members, upon reasonable request. Any request must be made in good faith and for a proper purpose.

8.3 Register of Affiliated Associations

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

8.4 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used solely to further the Objects, in such manner as the Board considers appropriate.

9. RESIGNATION OF MEMBERS

9.1 Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty days' notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member. There will be no refund of membership fees paid.

9.2 Expiration of Notice Period

Upon the expiration of a notice given under **Rule 9.1**, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3 Forfeiture of Rights

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

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

10.1 Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under this Constitution, the Board may in its absolute and sole discretion suspend a Member from the Association in exceptional circumstances pending determination of a resolution under this **Rule 10**. For the purposes of this Rule "exceptional circumstances" means circumstances in which, after reasonable enquiry, it is considered that Netball, the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this Rule. The principles of natural justice are expressly excluded from this Rule.

If a suspension is imposed under this Rule, the CEO shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Board. There is no right of appeal of a suspension made under this Rule.

10.2 Board Resolution

Subject to this Constitution, the Board may by resolution:

- (a) expel a Member from the Association; or
- (b) suspend a Member from membership of the Association for a specified period; or
- (c) fine a Member; or
- (d) impose such other penalty, action or educative process as it sees fit;

if the Board considers that the Member has:

- (e) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
- (f) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association or another Member; or
- (g) brought the Association, themselves or another Member into disrepute.

Such grounds do not constitute a grievance and **Rule 24** does not apply.

10.3 Notice of Alleged Breach

Where the Board considers that a Member may have satisfied one or more of the grounds in **Rules 10.2(e), (f) or (g)**, the CEO shall, as soon as practicable, serve on the Member a notice in writing:

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

10.4 Determination of Board

At a meeting of the Board held in accordance with **Rule 10.3**, the Board shall:

- (a) give the Member every opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine whether the alleged breach occurred.

10.5 Decisions Binding

Decisions of the Board are binding and final upon the Board and Member. There is no right of appeal from a decision of the Board under **Rule 10.4**.

10.6 Non-application of Rule 10

This **Rule 10** shall not apply to any incident or matter to which Regulations apply and which include a disciplinary procedure including but not limited to the competition regulation or the member protection regulation of the Association. Any disciplinary matter which may be dealt with in accordance with the Regulations (including but not limited to the competition regulation and member protection regulation) shall be dealt with in accordance with the disciplinary procedure set out in the Regulations.

11. ANNUAL GENERAL MEETINGS

11.1 Annual General Meeting to be Held

The Association shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the Act and on a date and at a venue determined by the Board.

11.2 Ordinary Business

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

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

11.3 Special Business

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

11.4 Additional Meetings

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

11.5 Entitlement to Vote

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

11.6 Other General Meetings

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

12. SPECIAL GENERAL MEETINGS

12.1 Special General Meetings May be Held

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

12.2 Request for Special General Meetings

- (a) The Board shall on a request in writing of not less than twenty-five per cent of Affiliated Associations convene a Special General Meeting. The Board may also request a Special General Meeting.
- (b) The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Delegates of the Affiliated Associations making the request and be sent to the CEO and may consist of several documents in a like form, each signed by one or more of the Delegates making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within thirty days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than ninety days after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

13. NOTICE OF MEETINGS

13.1 Notice to be Given for General Meetings

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

13.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least thirty days notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The Chairperson shall determine whether a motion is a motion having a similar effect.

14. PROCEEDINGS AT MEETINGS

14.1 Special Business

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

14.2 Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (b) Twelve Voting Members personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - (i) if convened upon the requisition of Members, shall be dissolved; and
 - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than five) shall be a quorum.

15. CHAIRPERSON AT MEETINGS

15.1 President to Chair

The President shall chair each General Meeting of the Association.

15.2 Where President Absent

If the President is absent from a General Meeting or is unwilling to act, the Directors present shall elect one of their number to preside as chairperson at the meeting.

16. ADJOURNMENT OF MEETINGS

16.1 Chairperson May Adjourn Meeting

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

16.2 Further Notice

- (a) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (b) Except as provided in **Rule 16.2(a)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

17.1 Voting Rights

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

- (a) Affiliated Associations; and

- (b) Life Members,

(Voting Members). Each Voting Member is entitled to one vote. If a person is a Delegate and the person is also entitled to vote in their own capacity, they shall be entitled to vote as a Delegate and in their own capacity.

17.2 Voting Procedure

- (a) Except as otherwise provided in this Constitution, all votes shall be given in person by attendance at a General Meeting. No proxy voting shall be permitted.
- (b) A question arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the chairperson of the meeting may exercise a second or casting vote.
- (d) A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

17.3 Recording of Determinations

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

17.4 Poll at General Meetings

- (a) If at a meeting a poll on any question is demanded by five Voting Members, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

17.5 Postal or electronic Voting

- (a) Postal or electronic voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board.
- (b) All such voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

17.6 Procedural irregularities

- (a) No decision of the Association, the Board or any Board authorised entity shall be invalid merely because of a failure to give proper notice under this Constitution or the Regulations or because of any other irregularity in procedure required by this Constitution or the Regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or other irregularity in procedure.

- (b) The Association, the Board or other Board authorised entity may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure and the decision shall be deemed to be valid from the time it was originally made.

18. BOARD

18.1 Powers of Board

- (a) The affairs of the Association shall be governed by the Board constituted under **Rule 18.2**.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall govern the business and affairs of the Association;
 - (ii) may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper governance of the Association.

18.2 Composition of Board

- (a) The Board shall consist of:
 - (i) seven Elected Directors who shall be elected under **Rule 19**; and
 - (ii) up to four Appointed Directors who may be appointed by the Elected Directors under **Rule 18.4**.

All Directors must be, or must become, Members of the Association immediately following appointment.

- (b) The position of President shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting. The appointee will hold the position of President until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed as President.
- (c) For the purpose of chairing Board meetings, the Board may in its discretion also appoint the position of Chairperson from amongst its number as soon as practicable after each Annual General Meeting. The appointee will hold the position of Chairperson until the conclusion of the next Annual General Meeting following their appointment. A Director may be re-appointed as Chairperson. For the avoidance of doubt, a Director may be appointed as Chairperson and President. If no Director is appointed as Chairperson under this Rule, the President shall be deemed to be the Chairperson.

18.3 Term of Elected Directors

- (a) Each Elected Director, shall hold office until the completion of the third Annual General Meeting following the declaration of their election, but is eligible for re-election subject to **Rule 18.3(d)**.

- (b) For each three-year interval, three Elected Directors shall be elected in the first year, two Elected Directors shall be elected in the second year and two Elected Directors shall be elected in the third year.
- (c) Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board by the names of those Directors affected being drawn by lot against adjusted terms. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately one third of the Elected Directors retiring each year.
- (d) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of three consecutive full terms (nine years) shall be eligible for re-election as a Director for at least one year following the date of conclusion of their last term as a Director.
- (e) For the avoidance of doubt an Director who has served:
 - (i) nine or more years on the Board as at the 2020 Annual General Meeting will not be eligible for election or appointment as a Director at or following the 2020 Annual General Meeting;
 - (ii) seven or eight years on the Board as at the 2020 Annual General Meeting will be eligible for election or appointment as a Director at or following the 2020 Annual General Meeting but for only one more full term. For example, if at the 2020 Annual General Meeting a Director has served seven years on the Board they can be re-elected but only for one further full term of three years; so they would have served ten years.

Rule 18.3(c) shall apply to ensure rotational terms of Directors in accordance with this Constitution.

18.4 Appointed Directors

- (a) The Elected Directors may appoint up to four Appointed Directors and may from time to time cancel any such appointment.
- (b) Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Netball.
- (c) The Appointed Directors may be appointed by the Elected Directors in accordance with this Constitution for a term of up to one year, which shall commence at such time as appointed and will cease six weeks after the conclusion of the next Annual General Meeting.
- (d) Appointed Directors have the right to vote at any meeting of the Board.
- (e) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of nine consecutive full terms (nine years) shall be eligible for re-appointment as a Director for at least one year following the date of conclusion of their last term as a Director.

18.5 Casual Vacancy

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

19. ELECTION OF ELECTED DIRECTORS

19.1 Eligibility of Candidates

- (a) Any person who is or has been:
- (i) prohibited from acting as a director of a company under the *Corporations Act* or any other relevant legislation; or
 - (ii) convicted of any offence which would make them ineligible to be a director of a company; or
 - (iii) declared bankrupt or has entered into a personal insolvency agreement; or
 - (iv) convicted of a serious criminal offence;

is not eligible to be a Director of the Association.

- (b) No employee of the Association can be a Director. If an employee is elected or appointed to the Board, he or she must resign and complete their employment prior to assuming office, and commencing their duties, as a Director.

19.2 Nominations of Candidates

- (a) The returning officer shall call for nominations at least six weeks before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.
- (b) Nominations of candidates for election as Elected Directors, shall be:
- (i) made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination). The nominee must be a Member; and must certify that they meet the requirements of this **Rule 19**; and
 - (ii) delivered to the CEO by the date specified on the call for nominations.
- (c) Subject to the following the ballot will be conducted in such manner and by such means as is determined by the Board from time to time:
- (i) the ballot will be a secret ballot;
 - (ii) the returning officer shall prepare and send a ballot to Voting Members;
 - (iii) completed ballot papers must be received by the CEO by 5.00pm on the day fixed by the returning officer which must be before the date of the Annual General Meeting;
 - (iv) the order of nominees on the ballot paper shall be determined by lot.

- (d) Only those candidates who have received 50% plus 1 of the votes cast will be elected.
- (e) If none, or the requisite number of, nominees are elected, or if there remains vacancies to be filled, the position will be deemed to be a Casual Vacancy to be filled by the Board under **Rule 18.5**.
- (f) Candidates may be advised of the election outcome twenty-four hours prior to the Annual General Meeting, by a person determined by the Board.
- (g) The returning officer shall count the votes and report the results to the Annual General Meeting.

19.3 Returning Officer

- (a) The Board shall appoint, on such terms and conditions as it sees fit, a person to be returning officer for the election of Elected Directors. The returning officer shall not be a Member or a member of the immediate family of a candidate for election.
- (b) No persons other than the returning officer shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any Voting Member has voted.
- (c) The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

20. VACANCY ON THE BOARD

20.1 Grounds for Termination of Director

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

- (a) ceases to be a Member;
- (b) becomes a bankrupt or an insolvent under administration within the meaning of the *Corporations Act*;
- (c) resigns their office by notice in writing given to the Association;
- (d) is convicted of a serious criminal offence;
- (e) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (f) is prohibited from being a director of a company under the *Corporations Act*;
- (g) fails to attend three consecutive meetings of the Board or four meetings in total in any calendar year, without having previously obtained leave of absence or provided reasonable excuse for such absence; or
- (h) breaches this Constitution or any other rule or policy of the Association or otherwise brings the Association into disrepute.

20.2 Removal of Director

- (a) The Association in a Special General Meeting may by resolution, remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 20.2(a)** makes representations in writing to the CEO or the President and requests that such representations be notified to the Members, the CEO or the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

21. LEAVE OF ABSENCE

21.1 Grant of Leave of Absence

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

21.2 Discretion as to Leave of Absence

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

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

22. QUORUM AND PROCEDURE AT BOARD MEETINGS

22.1 Convening a Board Meeting

- (a) The Board shall meet as required, but shall meet on at least six occasions in each year.
- (b) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than two days' written notice of the meeting of the Board shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally;
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);

in accordance with the Director's last notified contact details, and no other business shall be transacted at such a meeting.

22.2 Quorum

- (a) Five Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- (c) The Board may act notwithstanding any vacancy.

22.3 Procedures at Meetings

- (a) At meetings of the Board:
 - (i) the Chairperson shall chair the meeting;
 - (ii) if the Chairperson is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Director present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and if voting is equal on any question, the President may exercise a second or casting vote.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that the Directors are not required to be present in person;
 - (iii) if a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be

suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and

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

22.4 Minutes

The CEO shall keep or cause to be kept minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

22.5 Directors' Interests

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

22.6 Disclosure of Interests

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

22.7 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 22.6** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

22.8 Recording Disclosures

It is the duty of the CEO to record in the minutes any declaration made or any general notice as aforesaid given by a Director in accordance with **Rules 22.6** and **22.7**.

22.9 Conflicts

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

23. DELEGATED POWERS AND DUTIES

23.1 CEO

- (a) The CEO shall act as secretary of the Association (under the Act) and shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit. The CEO shall not be a Director and subject to any contrary determination by the Board, shall be entitled to attend and participate in debate but not vote at all meetings of the Board.
- (b) The CEO shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members in General Meeting.

23.2 Committees

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such committee or committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board shall determine in writing the duties and powers afforded to any committee and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) A Director or the CEO shall be ex-officio members of any committee so appointed.
- (d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **Rule 22**.
- (e) Within seven days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the CEO.

24. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this Rule applies to grievances arising under and in respect of this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:

- (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member can be a mediator.
 - (f) The mediator cannot be a Member who is a party to the dispute.
 - (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - (i) The mediator must not determine the dispute.
 - (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
 - (k) The costs of any mediation under this **Rule 24** will be shared equally by the parties to mediation.
 - (l) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25. SOURCES AND MANAGEMENT OF FUNDS

The funds of the Association shall be:

- (a) derived from Annual Subscriptions, donations and such other sources; and
- (b) managed in such manner;

as the Board determines from time to time subject always to this Constitution and the Act.

26. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

27. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be signed by two Directors or in such other manner approved by the Board from time to time.

28. COMMON SEAL

- (a) If the Association has a common seal, it shall:
 - (i) be kept in the custody of the CEO; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Directors or one Director and the CEO.
- (b) A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

29. ALTERATION OF CONSTITUTION

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

30. DISSOLUTION

- (a) If the Association is wound up, the liability of any Member shall be limited to any outstanding monies due and payable by that Member to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the Objects and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

31. INDEMNITY

- (a) Every Director or manager of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Directors or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct in the case of:

- (i) a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (ii) an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

32. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

33. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the CEO shall keep in his or her custody or control all books, documents and securities of the Association.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Association; and
 - (ii) the minutes of each General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at **Rule 33(b)**
- (d) Subject to privacy and confidentiality considerations and the Act no Member is entitled to inspect the financial records, accounts, books, securities, minutes of Board meetings or other relevant documents of the Association, unless authorised in writing by the Board.

34. REGULATIONS

- (a) The Board may make Regulations and interpret, alter, amend, interpret or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as this Constitution, but shall not in any way oppose or be in conflict with this Constitution. Such Regulations shall be available for inspection in the Association premises.
- (b) Amendments, alterations, interpretation or other changes to Regulations shall be advised to Members by means of notice approved by the Board. Notices shall be binding upon all Members.