

Adopted: 16<sup>th</sup> November 2015

# Gunnedah Netball Association Inc

# CONSTITUTION

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**INDEX:**

**1. GENERAL**

- a) Definitions
- b) Interpretation
- c) Title
- d) Type of Organisation
- e) Colours
- f) Association Location
- g) Objects
- h) Patron

**2. AFFILIATION WITH NETBALL NSW**

**3. MEMBERSHIP**

- a) Ordinary Membership
- b) Life Membership
- c) Membership Fees and Miscellaneous Fees
- d) Register of Members
- e) Members' Liability
- f) Team Delegates

**4. MEETINGS**

- a) Meetings – General Procedure
- b) Annual General Meeting
- c) Special Council Meetings

**5. ORGANISATIONAL STRUCTURE**

- a) Council
- b) Powers of Council
- c) Income and Property
- d) Executive Committee
- e) Duties of Executive Committee

**6. ADMINISTRATION**

- a) Finance
- b) Custody of Books
- c) Inspection of Records
- d) Effect of, and Altering, this Constitution
- e) Dissolution of the Association

**7. POLICIES OF THE ASSOCIATION**

## 1. GENERAL

### a) DEFINITIONS

For the purposes of this Constitution,

**'Annual Report'** means the report provided annually by the Association at the Annual General Meeting.

**'Association'** means the Gunnedah Netball Association Inc.

**'Chairperson'** means the elected President of the Association or as otherwise required by clause 4 a).

**'Council'** mean those members appointed in accordance with clause 5a) of this Constitution.

**'Council Meeting'** means a meeting held by the Association and attended by registered members with voting limited to eligible members.

**'Eligible Member'** are defined as the Office Bearers of the Association, Life Members, Team Delegates, Non-affiliated Members.

**'Executive Committee'** is those members elected in accordance with clause 5d) of this Constitution.

**'General Committee Member'** means a member who has been elected into an office bearers position as per 4b).

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

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

**'Member Protection Policy'** means the Netball NSW Member Protection Policy.

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

**'Non-affiliated Member'** means any financial member who has no immediate junior family member playing in a registered team and are actively involved on a regular basis in the general running of netball in Gunnedah during the winter season, and determined by the General Committee.

**'Observer'** means a member who falls outside the realms of Non-affiliated, Executive, General Committee members or Life members. They may attend any Council meeting but may not participate in discussion or voting.

**'President'** means the person elected to the position under clause 4b) of this Constitution.

**'Public Officer'** means the person appointed to that role by the Association in accordance with any relevant policy.

**'Registered Member'** means any financial member or Life Member of the Association.

**‘Registered team’** means any team which has paid the prescribed registration fee to the Association.

**‘Representative Team Official’** means the person appointed by the Executive as either Coach, Manager or Primary Care Person of any representative team.

**‘Returning Officer’** means the person appointed to the position as per clause 4b) of this Constitution.

**‘Secretary’** means the person elected to the position under clause 4b) of this Constitution.

**‘Senior Member’** means a Registered Member who has attained the age of 18 years.

**‘Team Delegate’** means a duly appointed representative of an Registered Team of the Association.

**‘The Office Bearers of the Association’** mean the members of the Executive and General Committees.

**‘Vice President’** means the person elected to the position under clause 4b) of this Constitution.

b) INTERPRETATION

- i) Where this Constitution conflicts with any other instrument of the Association, this Constitution shall prevail.
- ii) Where ambiguity exists between this Constitution and any other instrument of the Association, the natural interpretation of the Constitution shall prevail.
- iii) The Executive Committee shall hold the power to deal with and adjudicate upon all questions and disputes as to the interpretation of the Constitution, rules and associated policies.

c) TITLE

The name of the Association shall be the Gunnedah Netball Association Inc.

d) TYPE OF ORGANISATION

The Association is a ‘not-for-profit’ organisation whose income and property is applied solely towards the promotion of the objects of the Association. No funds or property shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the members.

e) COLOURS

The Association’s colours will be Green and Gold.

f) ASSOCIATION LOCATION

The Association office and facilities are located at Longmuir Playing Fields, View Street, GUNNEDAH NSW 2380.

g) OBJECTS

The objects of the Association are:

- i) to further the interests of its members and promote and control the game of Netball within the boundaries of the Association;
- ii) to promote, regulate and control competition matches between Registered Team and to control all premierships and carnivals of the Association;
- iii) to select and manage the Association's representative teams;
- iv) to affiliate with and support Netball NSW;
- v) to co-operate with other affiliated organisations in New South Wales for the furtherance of Netball; and
- vi) adopt and adhere to the Netball NSW Member Protection Policy.

h) PATRON

The Association Council may from time to time appoint one or more patrons and may also cancel any such appointment.

**2. AFFILIATION WITH NETBALL NSW**

The Association shall affiliate with Netball NSW annually as required under the Netball NSW Constitution and any relevant Netball NSW policies.

**3. MEMBERSHIP**

a) ORDINARY MEMBERSHIP

- i) The Association is the controlling body for netball within its boundaries and its authority shall be recognised by all Registered Members who shall adopt and obey this Constitution and the policies of the Association.
- ii) The Association may admit to membership, Registered Members as defined by the Constitution or any other relevant policy of Netball NSW.
- iii) A person ceases to be a Registered Member of the Association if the person:
  - a) dies;
  - b) ceases to be financial under Clause 3 c) ii) below; or
  - c) is expelled from the Association in accordance with the Member Protection Policy.
- iv) The Executive Committee may reject any application for membership without assigning any reason therefor.

b) LIFE MEMBERSHIP

- i) Any person may be elected a Life Member of the Association in recognition of outstanding service to the Association for a minimum period of ten years of service (consecutive or intermittent).

- ii) Candidates for election as Life Members shall be nominated by two Senior Members of the Association and to be received at least two months before the meeting at which such nominations will be considered.
  - iii) Candidates' name(s) are to be circulated to members of the Council of Gunnedah Netball Association, Life Members and Team Delegates. Voting is restricted to eligible members.  
The vote must be carried by a two-third majority. Council may, by resolution from time to time, fix the maximum number of persons who may at any time hold life membership.
  - iv) A Life Member shall be entitled to attend all Council, Special Council, Annual General and any other Council meetings and shall have full voting rights.
  - v) A person ceases to be a Life Member of the Association if the person:
    - a) dies; or
    - b) is expelled from the Association in accordance with the Member Protection Policy.
- c) MEMBERSHIP FEES AND MISCELLANEOUS FEES
- i) All Registered Members of the Association will be financial members between 1 January and 31 December of the year in relation to which membership is paid.
  - ii) A Registered Member ceases to be financial if they:
    - a) fail to renew their membership; or
    - b) fail to pay to the Association money they owe to the Association within the required timeframe.
- d) REGISTER OF MEMBERS
- i) The Secretary of the Association may also hold the position of Public Officer for the Association.
  - ii) The Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a Registered Member of the Association, together with the date on which the person became a Registered Member.
  - iii) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection by any Registered Member of the Association at any reasonable hour; however, such inspection shall be limited to viewing the names of Registered Members only.
- e) MEMBERS' LIABILITY
- The liability of a Registered Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

f) TEAM DELEGATES

- i) Registered teams shall each have the right to nominate two Team Delegates to the Council. Team Delegates must be a member of the relevant team.
- ii) The Team Contact of each Registered Team shall notify the Association's Secretary of the names and addresses of Team Delegates at least seven days prior to the first meeting of Council each year.
- iii) A Registered Team has the right to withdraw a Team Delegate and appoint another Team Delegate in their place at any time. Written notification must be provided to the Executive prior to attending the next calendared meeting.
- iv) A vacancy shall be deemed to have occurred in respect of any Team Delegate who has, without leave of Council, failed to attend three consecutive Council meetings.
- v) Any such vacancy shall be filled by a nominee of the Registered Team whose Team Delegate has caused the vacancy.
- vi) Where a Registered Team does not have the required number of Team Delegates in attendance at any meeting of Council, that team may be liable to a fine which will be set by Council from time to time.
- vii) At each meeting all Team Delegates present shall sign an attendance sheet and shall state the team that they represent at that meeting.
- viii) A Team Delegate may represent one Team only at any meeting.
- ix) A Team Delegate must be a Senior Member.

**4. MEETINGS**

a) MEETINGS – GENERAL PROCEDURE

- i) The President shall take the chair at all meetings of the Council and/or Executive Committee. In the President's absence the chair shall be taken by the Vice President.
- ii) If neither the President nor Vice President is present within ten minutes of the time fixed for the commencement of the meeting, the members present shall elect a Chairperson.
- iii) A quorum for ordinary Council meetings shall consist of half the Association's Executive Committee members plus one, plus a minimum of no less than five (5) eligible members of which only two (2) may be delegates from any one team and excluding current office bearers. A quorum for Executive Committee meetings shall consist of half of the total number of the Executive Committee plus one.
- iv) If no quorum is present fifteen minutes after the time fixed for the commencement of a meeting it shall be adjourned to such time and place as the Chairperson shall decide. The Secretary shall give written notice thereof to each Office Bearer, Life Member and the Delegates of each Registered Teams.
- v) The accidental omission to give any member the required notice shall not invalidate a meeting or any of the business of the meeting.

- vi) Questions arising at an ordinary meeting of the Council, Executive Committee or any sub-committee are to be determined by a simple majority of votes cast by eligible members. Each eligible member shall have one vote to be taken in such a manner as the Chairperson shall direct, except that a secret ballot shall be taken if any member requests it.
- vii) In the case of an equality of votes, the President (or the person otherwise presiding) shall, in addition, have a casting vote.
- viii) There shall be no voting by proxy at any meeting of the Association.

b) ANNUAL GENERAL MEETING

- i) An Annual General Meeting of the Association shall be held in March of each year.
- ii) All Registered Members may attend but voting shall be restricted to eligible members.
- iii) Not less than twenty-one days' written notice of the Annual General Meeting of the Association shall be given to each Office Bearer, Life Member and nominated team contact.
- iv) A copy of the Association's Annual Report and the audited balance sheet shall accompany such notice.
- v) A quorum for an Annual General Meeting shall consist of half the outgoing Association's Executive Committee members plus one, and at least five other eligible members.
- vi) The business of the Annual General Meeting shall be:
  - 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 a suitably qualified person for the following year;
  - d) Appointment of a Returning Officer (where appropriate);
  - e) Such other business as the meeting thinks fit;
  - f) Election of Office Bearers;
- vii) The following Office Bearers shall be elected and shall form the Executive Committee:
  - President;
  - Vice President;
  - Secretary;
  - Assistant Secretary;
  - Treasurer;
  - Assistant Treasurer;
  - Representative Co-Ordinator;
  - Umpires Convenor;
  - Coaching Convenor;



The following Office Bearers shall be elected and shall form the General Committee:

Recording Officer;

Publicity Officer;

Canteen Supervisor;

Carnival Secretary;

Member Protection Information Officer (MPIO); (at least 2)

And other Sub-Committee Members;

- viii) Nominations will be called for from the floor, or accepted by post on a Gunnedah Netball Association Committee Nomination Form. In the case of a self-nomination the form is to be completed by the nominee and received by the Association Secretary prior to the meeting at which elections are to be held.
- ix) In the case of a third party postal nomination the Gunnedah Netball Association Committee Form must be signed by two registered members of GNA plus the nominee, the form must be received by the Association Secretary prior to the meeting at which elections are to be held.
- x) To be eligible for nomination as an Office Bearer a nominee must be a Registered Member of both Netball NSW and the Association.
- xi) Current Office Bearers shall be eligible for re-election.
- xii) No one person may be elected to more than one of the Positions of President, Secretary or Treasurer.
- xiii) Not more than three of the members of the Executive Committee shall be members of any one registered team.
- xiv) Office Bearers elected at the Annual General Meeting shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year, unless they are removed or resign in the interim.
- xv) An Office Bearer may resign their position by providing written notice of their intention to do so to the Association Secretary. The Council shall, at its next meeting, by resolution appoint a replacement to hold the position for the remainder of the resigned person's term of office.

c) SPECIAL COUNCIL MEETINGS

- i) Special Council Meetings shall be called by the Secretary:
  - a) at the direction of the President;
  - b) upon receipt of a requisition signed by not less than one-third of the members of Council.
- ii) All Registered Members may attend but voting shall be restricted to eligible members.
- iii) Not less than twenty-one days' written notice shall be given to members of Council and to the Delegates of all Registered Team Delegates specifying the time and location of a Special Council meeting and the nature of the business to be considered.
- iv) A quorum for a Special Council meeting shall consist of half the Association's Executive Committee members plus one, plus a minimum of no less than five (5) eligible members of which only two (2) may be delegates from any one team and excluding current office bearers. A quorum for Executive Committee meetings shall consist of half of the total number of the Executive Committee plus one.

**5. ORGANISATIONAL STRUCTURE**

a) COUNCIL

- i) The Council shall consist of:
  - a) the Office Bearers of the Association;
  - b) Life Members;
  - c) two Delegates from each Registered Teams who are Senior Members of that team.
  - d) Non-Affiliated Members;
- ii) The Council shall meet at least four (4) times each year on dates to be fixed by the Council, of which at least Three are held during the Winter Season.
- iii) Not less than seven days' written notice shall be given specifying the time and place of the meeting of Council, and any special business to be dealt with.
- iv) Order of business at Council meetings shall be:
  - a) Apologies;
  - b) Confirmation of Minutes;
  - c) Business Arising from Minutes;
  - d) Notices of Motion;
  - e) Elections;
  - f) Correspondence and business arising;
  - g) Reports:
    - Executive;
    - Treasurer;
    - Other Officer Bearers Reports;
    - Sub-Committees;
    - Delegates to other organisations;

Any other reports;  
General business.

- v) Association delegates to other organisations are to submit a report to the Secretary of all meetings/functions attended on behalf of the Association within twenty-eight days of such meeting/function.

b) POWERS OF COUNCIL

- i) 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) to control and manage the affairs of the Association;
  - b) to fix fees payable by members and to enforce payment thereof;
  - c) to control the funds of the Association and for that purpose to open and operate banking accounts; to invest funds in any manner authorised by law for the investment of trust funds; to acquire real and personal property of all descriptions and to sell or otherwise dispose of it; to borrow money on behalf of the Association and to give security therefore; to enter into guarantees of indebtedness on behalf of any Registered Team; and, generally, to carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association;
  - d) to empower the Executive Committee to take action in accordance with the Netball NSW Member Protection Policy or relevant Association policies against any Registered Team or Registered Member;
  - e) to appoint two delegates and two proxy delegates to represent the Association on the Council of Netball NSW;
  - f) to appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit;
  - g) to ensure that the Secretary of the Association forwards to Netball NSW, on or before April 1 in each year, the names and addresses of existing members of Netball NSW together with the names and addresses of new applicants for Netball NSW membership, who have paid their annual membership fee specifying the class of those members;
  - h) to submit supplementary names and addresses of new members of Netball NSW., be forwarded monthly to Netball NSW specifying the class of those members;
  - i) upon receipt by Netball NSW of those names, grant to those persons listed in clause g) and h) membership for the relevant calendar year;

c) INCOME AND PROPERTY

- i) Application  
The Associations 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 individual members.
- ii) No distribution  
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 of the Association.

- iii) Exception  
This clause does not prohibit making a payment approved by the Council of the Association:  
for out-of-pocket expenses incurred by an Office Bearer in performing a duty as an Office Bearer of the Association.

d) EXECUTIVE COMMITTEE

- i) The Executive Committee shall consist of the following voting members:  
President;  
Vice-President;  
Secretary;  
Assistant Secretary;  
Treasurer;  
Assistant Treasurer;  
Coaching Convenor;  
Umpires Convenor;  
Representative Co-ordinator;
- ii) Regular Executive Committee meetings shall be held on dates determined by the Executive Committee at the first Executive Committee meeting after the Annual General Meeting.
- iii) Should it be necessary to call additional meetings, all Executive Committee members shall be notified at least forty-eight hours prior to the meeting being held.
- iv) Should a quorum of the Executive Committee be present, an emergency meeting may be convened at any time.
- v) Any member of the Executive Committee who, without leave of the Executive Committee, has failed to attend three consecutive meetings shall be deemed to have resigned and shall be replaced in accordance with this Constitution.
- vi) The first duty of a member of the Executive Committee shall be an Association function as opposed to a team function.

e) DUTIES OF EXECUTIVE COMMITTEE

- i) The Executive Committee shall exercise the functions and powers of the Council between meetings of the Council and its decisions shall be subject to ratification by the Council at the next meeting. This will include all decisions made via email as per 4 a) iii.
- ii) Ensure the presentation of a financial report to all Council meetings and make recommendations to Council on matters of finance and policy.
- iii) The Executive Committee is empowered by Council to take appropriate action under the Member Protection Policy pursuant to this Constitution against any Registered Team or Registered Member of the Association. Any decision taken under the Member Protection Policy is not subject to ratification by Council.

- iii) The Executive Committee will be responsible for the appointment of all Representative Team Officials.

## 6. ADMINISTRATION

### a) FINANCE

- i) The funds of the Association shall be derived from annual Membership fees, other fees and donations, levies and, subject to any resolution passed by the Association in a Council, Special Council or Annual General Meeting, such other sources as the Executive Committee determines.
- ii) The main banking accounts of the Association shall be kept at a financial institution approved by the Council and all cheques operating on the accounts shall be signed by any two of the President, Secretary or Treasurer.
- iii) The banking accounts of the Representative Teams shall be kept at a bank or building society approved by the Council and all cheques operating on the accounts shall be signed by any two of the President, Secretary, Treasurer or Assistant Treasurer.
- iv) The Financial Year of the Association shall commence on the First of January and conclude on the Thirty First of December.
- v) The current bank statements shall be tabled at each meeting of Council, together with a written financial report.
- vi) The books of the Association shall be reviewed each year by a suitably qualified person who is not a member of the Association.
- vii) An audited balance sheet shall be presented to each Annual General Meeting.
- viii) All Netball NSW fees shall be paid by the due date.

### b) CUSTODY OF BOOKS

Except as otherwise provided by these rules, all records, books and other documents relating to the Association shall be kept under the custody or control of the Secretary.

### c) INSPECTION OF RECORDS

Any Registered Member may inspect the books of account and minute book of the Association to the extent permitted by law at any reasonable time.

### d) EFFECT OF, AND ALTERING, THIS CONSTITUTION

- i) Effect of Constitution

This Constitution will have effect as a contract:

- (a) between the Association and each Registered Team of the Association;
  - (b) between the Association and each Member;
  - (c) between a Member and each other Member,  
pursuant to which each Member agrees to accept the provisions of this Constitution, and comply with those provisions, so far as they apply to that Member.
- ii) Altering the Constitution

This Constitution may be altered by special resolution passed by at least 75% of the votes cast at an Annual General Meeting or Special Council Meeting of the Association of which not less than twenty-one days' written notice specifying the resolution/s to be proposed has been given.

Any alteration made to the Constitution of the Association shall be forwarded to Netball NSW within twenty-eight days of the meeting at which such alteration was made.

e) DISSOLUTION OF THE ASSOCIATION

The Association shall not be dissolved except by special resolution passed by a majority of at least 75% of the votes cast at a Special Council meeting of the Association of which not less than twenty-one days' written notice specifying the resolution to be proposed had been given.

On dissolution of the Association, any property whatsoever remaining after the determination and settlement of all debts and liabilities shall be paid or transferred to Netball NSW to be used for the promotion of Netball.

**7. POLICIES OF THE ASSOCIATION**

The Association may implement policies in relation to such matters as arise for the administration of the Association.

The Executive Committee or Council may formulate, approve, adopt and amend such policies for the proper advancement and management of the Association.

In the absence of a written policy, the Association will adopt the Netball NSW policies.

a) ALTERATIONS OF POLICIES

Policies of the Association may be altered by special resolution passed by at least three-quarters (3/4) of the members present and voting at an Executive Meeting or Council Meeting of the Association. Such policies must be consistent with this Constitution and may be amended or repealed by the Council in a Council Meeting.

Fourteen (14) days' written notice specifying the resolution/s proposed must be given prior to the next Council Meeting of any changes or inclusions made by the Executive committee.

Amendments, alterations or any other changes to the Policies shall be advised to all Registered Team Delegates and Non-affiliated members by means of notices approved by the Council and prepared by the Secretary.

Registered team delegates shall be obliged to advise all team members of any such changes.

Any alteration made to the Policies of the Association shall be forwarded to Netball NSW within twenty-eight days of the meeting at which such alteration was made.