

**ACT NETBALL ASSOCIATION INCORPORATED  
CONSTITUTION**

## ACT NETBALL ASSOCIATION INCORPORATED - CONSTITUTION

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# ACT NETBALL ASSOCIATION INCORPORATED - CONSTITUTION

## 1. NAME

This organisation is the "**ACT Netball Association Incorporated.**"

## 2. DEFINITIONS

2.1 The following terms have the corresponding meanings shown:

**"AANA"** means All Australia Netball Association Limited;

**"ACT"** means the Australian Capital Territory;

**"ACT Netball Centre"** means the place known as the ACT Netball Centre, Northbourne Avenue, Lyneham in the Australian Capital Territory;

**"Association"** means the ACT Netball Association Incorporated;

**"Auditor"** means the Association's auditor as appointed at the annual general meeting;

**"Board"** means the board established under clause 11;

**"By-Laws"** means by-laws, policies procedures and regulations created by the Board under clause 28;

**"Common Seal"** means the common seal of the Association pursuant to clause 24;

**"Committee"** means a committee that may be created or established from time to time under clause 18;

**"Constitution"** means this constitution as amended from time to time, and any other documents expressly identified in this document as forming part of the constitution;

**"Director"** means an Elected Director or a Special Director;

**"District Association"** means an organisation or association formed to promote netball in an area of the Australian Capital Territory with objects similar to the objects of the Association;

**"Elected Director"** means a person elected as Director in accordance with clause 11;

**"Financial Year"** has the meaning given to it in clause 22.1;

**"General Manager"** means a person employed for the time being to carry out the duties of this position as directed by the Board;

**"Incorporation Act"** means the *Associations Incorporation Act 1991* (ACT) as amended from time to time;

**"Life Member"** means a person who has been awarded Life Membership in accordance with any By-Laws;

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“**Member**” means any person, organisation or association granted membership to the Association in accordance with clause 6. “**Membership**” has a corresponding meaning;

“**Non-Player**” means a coach, umpire, manager or volunteer participating in a capacity, approved by the Association or District Association, at a competition, event or program conducted by the Association or a District Association;

“**Objects**” means the objects of the Association as set out under clause 4;

“**Player**” means a person who plays the game of netball at an event or program conducted by the Association or a District Association;

“**President**” means the president of the Board appointed in accordance with clause 11.13;

“**Public Officer**” has the meaning and functions accorded to that person in accordance with the Incorporation Act;

“**Social Member**” means any Player or Non-Player participating in a non-district based competition run by the Association;

“**Special Director**” means a person appointed as a Director in accordance with clause 11;

“**Regulations**” means the *Associations Incorporation Regulation 1991* (ACT); and

“**Vice President**” means the vice president of the Association appointed in accordance with clause 11.13.

### 3. INTERPRETATION

3.1. In this Constitution except where the context otherwise requires:

- (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 gender;
- (e) another grammatical form of a defined word or expression has a corresponding meaning;
- (f) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-

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enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);

- (h) a reference to 'writing' shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail;
- (i) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
- (j) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

### **4. OBJECTS**

4.1 The Objects of the Association are to organise, promote, control and manage the game of netball in the ACT.

### **5. FUNCTIONS AND POWERS**

5.1. The Association shall:

- (a) promote competition matches between District Associations;
- (b) institute, regulate and control all championship competitions in the ACT;
- (c) institute, regulate and control all activities carried out at the ACT Netball Centre;
- (d) select and manage the Association's representative teams;
- (e) cooperate with similar organisations in other States and Territories to promote netball;
- (f) maintain an affiliation with and the support of the AANA; and
- (g) maintain a register of Members in a form that meets the requirements of the Incorporation Act.

5.2. For the purpose of furthering all objects and functions of the Association as set out above, the Association has the legal capacity and powers afforded by the Incorporation Act.

### **6. MEMBERSHIP OF THE ASSOCIATION**

6.1. A person is qualified to be a Member if the person is:

- (a) a Player or Non-Player registered with a District Association;
- (b) a Non-Player selected or appointed by the Association to fill a position in the Association's representative teams, training or development squads or any other such event or position as determined by the Board;
- (c) a Social Member; or
- (d) a Life Member.

6.2. The following District Associations shall be Members of the Association:

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- (a) Canberra;
- (b) Belconnen;
- (c) South Canberra;
- (d) Tuggeranong; and
- (e) Arawang.

6.3. The Board may, by resolution, accept additional District Associations as Members of the Association at its absolute discretion.

6.4. Members are required to agree to be Members of Netball ACT and Netball Australia and pay the appropriate fees.

### **7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

7.1. A right, privilege or obligation that a person has because of being a Member:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of Membership.

### **8. CESSATION OF MEMBERSHIP**

8.1 A person ceases to be a Member if the person:

- (a) dies or, for a corporation or association, is wound up;
- (b) is expelled from the Association; or
- (c) ceases to meet the qualification requirements set out in clause 6.1.

### **9. FEES AND LEVIES**

9.1. The fees and levies of the Association are \$1 or such other amounts as are determined by resolution of the Board from time to time.

9.2. The fees and levies of the Association are payable at the times specified in this Constitution or as determined by resolution of the Board.

### **10. GOVERNANCE**

10.1. The jurisdiction of the Association shall extend to, and be acknowledged by, all Members.

10.2. The affairs of the Association shall be administered by:

- (a) the Board, which will be responsible for:
  - (i) controlling and managing the affairs of the Association, which include determining major strategic directions, goals and policies;
  - (ii) exercising all such functions as may be exercised by the Association other than those functions that are required by this Constitution and the Incorporation Act to be exercised by the Association in an annual or general meeting; or

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- (iii) reviewing the Association's performance in achieving its predetermined strategies, goals and objectives and implementing policy; and
- (b) a General Manager, who shall be appointed by the Board for such term and on such conditions as it deems appropriate. The General Manager shall make recommendations and report to the Board, provide administrative support and ensure that all directions from the Board are carried out effectively, efficiently and in a timely manner.

### **11. BOARD ELECTION AND APPOINTMENT**

- 11.1. The Board will consist of 5 Elected Directors and 2 Special Directors.
- 11.2. An employee of the Association cannot also be a Director.
- 11.3. A person who is a member of a District Association's Committee or executive must resign that position immediately should they be elected as an Elected Director or appointed as a Special Director.
- 11.4. Directors elected or appointed prior to the effective date of this amended Constitution will be exempt from clauses 11.2 and 11.3 until the end of their current term of appointment.
- 11.5. Elections will be held for vacant positions on the Board (other than for casual vacancies under clause 12.1), and an Elected Director will hold office until the conclusion of the third annual general meeting following the date of his or her election.
- 11.6. An Elected Director is, subject to clause 11.7, eligible for re-election.
- 11.7. An Elected Director will be ineligible for re-election after serving two (2) consecutive terms in office.
- 11.8. An Elected Director otherwise ineligible for election under clause 11.7 can be re-elected to the Board after a period of twelve (12) months out of office.
- 11.9. Nominations for Elected Directors are to be made in accordance with any By-Laws.
- 11.10. An election must be conducted at each annual general meeting at which an Elected Director is scheduled to retire and any appointment takes effect at the conclusion of that meeting.
- 11.11. The Board may appoint Special Directors if desirable having regard to the additional skills and knowledge they can contribute to the Board.
- 11.12. Appointments of Special Directors will be made in accordance with the Board's direction and for terms as decided by the Board.
- 11.13. At the first Board meeting after each annual general meeting, the Elected Directors shall elect, from amongst the Elected Directors, one President and one Vice President. The President and Vice President will hold office until the conclusion of the first Board meeting after the next annual general meeting.
- 11.14. Elections are to be conducted in accordance with any By-Laws and this Constitution.
- 11.15. Membership of the Association is not a prerequisite for nomination or appointment to a position on the Board.

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## 12. BOARD VACANCIES

12.1. For these clauses, a vacancy in the office of a Director happens if the Director:

- (a) dies;
- (b) resigns the office;
- (c) subject to section 50 of the Incorporation Act, is removed by resolution of the Association in general meeting before the end of the Board member's term of office expires;
- (d) for a Special Director, is removed by resolution of the Board;
- (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (f) suffers from physical or mental incapacity;
- (g) is disqualified from office under section 63(1) of the Incorporation Act; or
- (h) is absent without the consent of the Board from all meetings of the Board held during a period of 3 months.

12.2. In the event of a vacancy occurring, under clause 12.1, then the remaining members of the Board may appoint a person to fill the vacant position for the remaining term where the Director is an Elected Director or as determined by the Board in the case of a Special Director.

## 13. ANNUAL GENERAL MEETING

13.1. The annual general meeting of the Association will, subject to the Incorporation Act, be convened on such date and at such place and time as the Board thinks fit.

13.2. At least 21 days notice of the date, time and venue of the annual general meeting shall be given to the secretary of each District Association and to each Director and also published on the website of the Association. Except as otherwise stated in this Constitution, other notices will be issued in accordance with any By-Laws. An annual general meeting shall be specified as such in the notice convening it.

13.3. In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any other general meeting held since that meeting;
- (b) to table Board reports on the activities of the Association during the last preceding Financial Year;
- (c) to table statement of accounts and the reports that are required to be submitted to Members pursuant to section 73(1) of the Incorporation Act;
- (d) to elect Elected Directors;
- (e) to appoint the Auditor; and



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(f) any other matter considered relevant by the Board.

- 13.4. The President, or in the absence of the President then the Vice President, or in the absence of both then a Director selected by those Members present at the meetings will preside at the annual general meeting.
- 13.5. A quorum for the transaction of the business at the annual general meeting is ten (10) Members present and eligible to vote. If a quorum is present at the beginning of the meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on his or her own motion or at the request of a Member who is present) declares otherwise.
- 13.6. No business shall be transacted by a annual general meeting unless a quorum is present and if, within 30 minutes after the time appointed for the meeting, a quorum is not present the meeting stands adjourned to such time and place as the chairman of the meeting shall determine. Notice of the time and place for the adjourned meeting shall be given to the Secretary of each District Association and each Director at least 48 hours (or such other period as may be unanimously agreed upon by those persons entitled to vote at the meeting) before the time appointed for the holding of the adjourned meeting.
- 13.7. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the chairman of the meeting will dissolve the meeting.
- 13.8. All Players, Non-Players, Life Members and Social Members under clause 6.1 may attend and speak at any annual general meeting of the Association. Players and Non-Players who are over 18 and registered with a District Association may also cast one vote on any proposed resolution of the Association unless they have money owing to the Association. For the avoidance of doubt, no other person may vote on any proposed resolution of the Association.
- 13.9. District Association delegates may attend and speak at an annual general meeting, unless they have money due and payable to the Association.
- 13.10. A matter requiring resolution at an annual general meeting will be determined by a show of hands from present voting Members and unless before or on the declaration of the show of hands a secret vote is demanded, a declaration by the chairman of that the meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 13.11. Upon request by a present voting Member, a secret vote may be conducted in a manner determined by the chairman of the annual general meeting.
- 13.12. In the case of a tied vote on any resolution, the chairman of the meeting may exercise a casting vote. This vote will be in addition to any vote to which he or she is otherwise entitled.

### **14. OTHER GENERAL MEETINGS**

- 14.1. The President or the Board may, whenever it thinks fit, convene a general meeting of the Association.

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- 14.2. The General Manager will, on the requisition in writing of ten (10) voting Members convene a general meeting of the Association.
- 14.3. A requisition under clause 14.1:
- (a) must state the purpose or purposes of the general meeting;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the General Manager; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 14.4. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the General Manager will, at least 14 days before the date fixed for the holding of the meeting, cause notice to be given to the secretary of each District Association and to each Director and also to be published on the website of the Association.
- 14.5. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the notice of meeting will be given in accordance with the requirements of the Incorporation Act.
- 14.6. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting.
- 14.7. A general meeting shall be held and conducted in the same manner as an annual general meeting (subject to anything to the contrary in this clause 14).

### **15. APPOINTMENT OF PROXIES**

- 15.1. A Member is not entitled to vote by proxy at a general meeting.

### **16. ADJOURNMENT**

- 16.1. The chairman of a general meeting at which a quorum is present may, with the consent of the majority of present voting Members at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 16.2. Where clause 16.1 applies, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given where the date, time and place of the adjourned meeting were fixed at the earlier meeting when it was adjourned.

### **17. BOARD MEETINGS**

- 17.1. The Board shall hold at least six (6) meetings in each year at such place and time as the Board may determine and using any technology that gives the Board members as a whole a reasonable opportunity to participate in the meetings.
- 17.2. Additional meetings of the Board shall be convened by the General Manager upon:
- (a) the direction of the President; or

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(b) receipt of a requisition for such additional meeting signed by not less than four (4) Directors.

- 17.3. Written notice of a meeting of the Board shall be given by the General Manager to each Director at least seven (7) days (or such other period as may be unanimously agreed upon by the Board) before the time appointed for the holding of the meeting.
- 17.4. Notice of a meeting given under clause 17.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the chairman of the meeting determines to treat as urgent business.
- 17.5. The President, or in the absence of the President then the Vice President, or in the absence of both then a Director appointed by those present Directors, will preside at the meeting of the Board.
- 17.6. A quorum for the transaction of the business at a Board meeting is four (4) Directors. If a quorum is present at the beginning of the meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on his or her own motion or at the request of Director who is present) declares otherwise.
- 17.7. A matter requiring resolution at a Board meeting will be determined by a show of hands and will be considered to be carried if a simple majority of the votes cast is in favour of it. In the case of a tied vote, the Chairman of the meeting may exercise a casting vote. This vote will be in addition to any vote to which he or she is otherwise entitled.
- 17.8. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or Committee.

### **18. DELEGATION BY BOARD TO COMMITTEE**

- 18.1. The Board may, in writing, create or establish or appoint from among its own Directors, the Members, or otherwise, one or more Committees to carry out such duties and functions, and with such powers as the Board determines, other than:
- (a) this power of delegation; or
  - (b) a function that is a function imposed on the Board by the Incorporation Act, by any law, or by resolution of the Association in general meeting.
- 18.2. A function, the exercise of which has been delegated to a Committee under this clause 18 may, while the delegation remains unrevoked, be exercised by the Committee in accordance with the terms of the delegation.
- 18.3. A delegation under this clause 18 may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- 18.4. The Board may continue to exercise any function delegated.

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18.5. Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

18.6. The Board may, in writing, revoke wholly or in part any delegation under this clause.

### **19. AUDITOR**

19.1. The Auditor must be a person eligible or required under sections 74 or 76 of the Incorporation Act to audit the accounts of the Association.

### **20. PUBLIC OFFICER**

20.1. The Public Officer must be:

- (a) a person eligible under section 57 of the Incorporation Act to be the Public Officer; and
- (b) appointed by the Board.

### **21. EXECUTION OF DOCUMENTS**

21.1. Unless otherwise specified by the Board from time to time all deeds or documents requiring execution by the Association shall be signed for and on behalf of the Association by any 2 Directors of the Board or the General Manager and one Director for the time being. Any minute of a meeting signed by the President purporting to grant such right of execution shall be receivable as *prima facie* evidence of such authority.

### **22. FINANCE**

22.1. The Financial Year shall be the period from 1 January to 31 December.

22.2. Subject to section 114 of the Incorporation Act and solely for furthering the objects and functions of the Association the funds of the Association shall be derived from fees, levies, annual subscriptions, grants, sponsorships, donations, income from investments, and subject to any resolution passed by the Board, and subject to section 14 of the Incorporation Act, such other sources as the Board determines or a general meeting determines.

22.3. The Association shall maintain proper accounting records of all its financial transactions including accurate and up-to-date records of all income and expenditure and all moneys owed to or by the Association.

22.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed in accordance with the delegations as determined by the Board.

### **23. MEMBERS' LIABILITIES**

23.1. The liability of a Member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to the amount, if any, unpaid by the Member in respect of his or her Membership as required by clause 9.

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23.2. Nothing in this clause shall prevent the Association from recovering from a Member an amount sufficient to cover any debt (and any costs associated with that debt) incurred by that Member in the name of the Association and which was not properly authorised by the Association.

### **24. COMMON SEAL**

24.1. The Association shall have a Common Seal as prescribed in the Incorporation Act.

24.2. The Common Seal shall:

- (a) be kept in the custody of the General Manager; and
- (b) not be affixed to any Instrument except with the authority of the Board. The affixing thereof shall be attested to by the signature of any two Directors or the General Manager and one (1) Director or as otherwise determined by the Board from time to time.

### **25. CUSTODY AND INSPECTION OF BOOKS**

25.1. Except as otherwise provided in this Constitution, the General Manager shall keep in his or her custody or control all books, documents and securities of the Association.

25.2. If requested by a Member, the Board must permit such Member to inspect:

- (a) this Constitution;
- (b) the minutes of each general meeting;
- (c) the Audited Financial Statements; and
- (d) the Annual Reports.

25.3. Upon written request and payment of a reasonable fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at clause 25.2.

25.4. Subject to the Act, no Member is entitled to inspect the Association's financial records, accounts, books, securities or Board meeting minutes.

### **26. RETENTION OF RECORDS**

26.1. The Association shall retain such historical records as it sees fit. Financial records shall be retained for 7 years after the completion of the transactions or operations to which they relate.

### **27. MISCONDUCT**

27.1. Without in any way derogating from the powers of any disputes tribunal or the like, or the arrangement of games, or the conduct of persons in relation to such games, the Association will, as appropriate, deal with (including by suspension or expulsion from the Association):

- (a) any Member who commits a breach of, or has failed to comply with this Constitution or resolutions of meetings of the Association or has acted in a manner prejudicial to the interests of the Association; and

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- (b) any complaint or dispute with the Association, or relating directly or indirectly thereto, which originates from, or directly or indirectly relates to, the playing of games of netball,

in accordance with the By-laws.

### **28. BY-LAWS**

- 28.1. The Board may (by itself or by delegation to a Committee) formulate, approve, issue, adopt, interpret and amend such by-laws, policies, procedures and regulations (collectively, "By-Laws") for the proper advancement, management and administration of the Association and the advancement of the Objects as it thinks necessary or desirable.
- 28.2. Such By-Laws must be consistent with this Constitution and the Incorporations Act and to the extent of any inconsistency the Constitution and the Incorporation Act shall prevail.
- 28.3. All By-Laws made under this clause 28 are binding on the Association and its Members.
- 28.4. Amendments, alterations, interpretations or other changes to By-Laws must be advised to Members by means of notices approved by the Board and placed on the Association's website.

### **29. INCOME AND PROPERTY**

- 29.1. The income and property of the Association shall be applied solely towards the promotion of the Objects of the Association. No portion shall be paid or transferred, directly or indirectly, by way of dividend, bonus, profit or otherwise to any Member.
- 29.2. Nothing in this clause shall prevent the payment of:
  - (a) remuneration to any person for services rendered to the Association;
  - (b) interest on any money borrowed from a Member.
- 29.3. Subject to clause 29.4, if the Association is wound up or dissolved any property which remains after all debts and liabilities have been satisfied shall not be distributed to Members but shall be given or transferred to an association that fulfils the requirements of section 92(2) of the Incorporation Act or in a fund, authority or institution that meets the requirements of section 92(1)(b) of the Incorporation Act.
- 29.4. Any association, fund, authority or institution to which property is to be given or transferred under clause 29.3 shall:
  - (a) be nominated by special resolution passed by the Members at or before the time of the winding up or dissolution of the Association; or
  - (b) where no nomination is made under clause 29.4(a), vest in the Registrar-General in accordance with section 92(1)(c) of the Incorporation Act.

### **30. INDEMNITY**

- 30.1. The General Manager and every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the

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Association against any liability incurred by that person in their capacity as General Manager, Director, officer, auditor, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, granted to them by the Court.

30.2. The Association shall indemnify its Directors, Officers, managers and employees including the General Manager against all damages and costs (including legal costs) for which any such Director, officer, manager or employee or the General Manager may be or become liable to any third party in consequence of any act or omission except willful misconduct:

- (a) in the case of a Director or Officer or the General Manager, performed or made whilst acting on behalf of and with the authority, express or implied of the Board or the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

### **31. AMENDMENTS**

31.1. Neither the objects of the Association nor this Constitution can be altered except in accordance with the Incorporation Act.