

**NEW SOUTH WALES NETBALL ASSOCIATION LIMITED
MINUTES OF EXTRA ORDINARY COUNCIL MEETING**

**HELD ON SATURDAY 1 NOVEMBER
AT DOOLEY'S CLUB, JOHN STREET, LIDCOMBE**

Present:

Directors: W. Archer AM, C. Murphy, R. Havrlant, R. Watson, J. Bothwell, C. Campbell (CEO)

Delegates:

J. Gates (Armidale)	K. McMahon (Armidale)
L. Hill (Bankstown)	S. McDonald (Bankstown)
J. Pike (Baulkham Hills)	L. Cunico (Baulkham Hills)
K. Booth (Blacktown)	D. Thrift (Blue Mountains)
J. Walker (Blue Mountains)	M. Burke (Brunswick Byron)
J. Bazley (Camden)	B. Berry (Camden)
S. Connolly (Campbelltown)	A. Stewart (Campbelltown)
G. Geyer (Charlestown)	G. Mayers (Charlestown)
J. Occhiuto (City of Sydney)	J. Wiseman (Coffs Harbour)
C. Wilkinson (Coffs Harbour)	J. Watt (Eastwood Ryde)
D. Bills (Eastwood Ryde)	J. Webster (Grafton)
J. Small (Gunnedah)	T. Sutcliffe (Gunnedah)
K. Austin (Hastings Valley)	L. Turner (Hawkesbury)
V. Turner (Hawkesbury)	L. Burgess OAM (Hills)
D. Elvy (Illawarra)	L. Szakacs (Illawarra)
K. Halcrow (Inner West)	L. Blackmore (Inner West)
T. Beedles (Kiama)	J. Godfrey (Kiama)
A. Margalit (Ku-Ring-Gai)	C. Rollinson (Ku-Ring-Gai)
B. Dew OAM (Lismore)	C. Marsh (Lismore)
E. Lawler (Liverpool)	K. Whiteley (Liverpool)
D. Hodson (Lower Clarence)	E. Hayes (Lower Clarence)
K. Lambley (Macleay)	J. Fullford (Maitland)
B. Bird (Maitland)	H. Dean (Manly Warringah)
M. Hauser (Manly Warringah)	C. O'Donnell (Mt Druitt)
C. Young (Mt Druitt)	G. Urquhart (Nelson Bay)
A. Saunders OAM (Newcastle)	E. Monaghan (Newcastle)
J. Gage (Northern Suburbs)	T. Field (Northern Suburbs)
P. Wilson (Orange)	S. Wilson (Orange)
L. Welfare (Parramatta Auburn)	T. Mann (Penrith)
J. Ebel (Penrith)	M. Archer (Port Stephens)
M. Kelly (Randwick)	C. Hicks (Randwick)
K. Rembisz (Shoalhaven)	W. Klein (Shoalhaven)
M. Caddies (Singleton)	L. Mina (St George)
H. Andrews (St George)	M. Bettini (Sutherland)
V. Morris (Sutherland)	D. Lockwood (Tamworth)
K. Sweeney (Tamworth)	L. Bonnett (Taree)
M. Allen (Westlakes)	M. Chilvers (Westlakes)
M. McRae (Woy Woy)	M. Thoms (Woy Woy)
C. Miles (Wyong)	F. Passmore (Wyong)

Life Members: L. Quinn OAM
N. Matthews OAM

A. Doring OAM

Observers: J. Addison (Wyong) S. Crompton (Lower Clarence)
J. Sozou (Armidale) J. Kavanagh (Armidale)
P. Burt (Westlakes) J. Jamieson (Tamworth)
R. Ausling (Tamworth) M. Paterson (Northern Suburbs)
J. Simpson (Hills)

Returning Officer: P. Mamo

The President declared the meeting open at 9.11 am

(a) Apologies

J. Hahn (Director)	C. Feldmanis (Director)
C. McCormack (Director)	M. O'Callaghan (Baulkham Hills)
G. Byrne (Campbelltown)	D. Pascoe (Charlestown)
S. Dawes (City of Sydney)	N. Wilson (Coffs Harbour)
K. Thornborough (Coffs Harbour)	M. Latham (Eastwood/Ryde)
B. Iris (Fairfield)	S. Gribble (Gosford)
J. Myers (Gosford)	T. Chalk (Hawkesbury)
V. Bertenshaw (Hawkesbury)	J. Thompson (Hills)
J. Gillett (Penrith)	B. Olsen (Penrith)
J. Sibbald (Penrith)	G. Walker (Penrith)
N. Lowe (Ulladulla)	R. Butler (Ulladulla)
K. Robinson (Ulladulla)	S. Hughes (Ulladulla)
B. Long (Life Member)	M. Corbett (Life Member)
M. Boyle (Life Member)	

MOVED: Hawkesbury **Seconded:** Grafton that apologies for the Extra Ordinary Council meeting be accepted
CARRIED

1. MOVED: the Board of Directors **Seconded:** by the Board of Directors that the word District be removed from the entire document.

Discussion:

- L. Quinn OAM (Life Member): Seek clarification that, if this resolution is passed, it would not trigger the need to change all individual Association's constitution to also delete the word District.
 - W. Archer (President): All individual Associations are autonomous bodies so no change is required.
- Sutherland: Disagree with proposed change – current concept is that District encompasses a whole local area (not necessarily a council boundary) and an alternate provider, such as a Premier League provider, could appear to be representing the geographic area. Cited example of new Georges River Association proposal last year which was defeated on boundaries.
 - W. Archer: Georges River's proposed membership was defeated not on geographic grounds. Nothing to do with Premier League. All associations need to be affiliated, any new affiliations need to be accepted by Council, then those new affiliates entitled to attend Council.

CARRIED (F: 74, A: 6)

2. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that the following be inserted under Clause 1.1 - Definitions:

1.1 Definitions

Appointed Director means a Director appointed in accordance with clause 15.16.

1.1 Definitions

Elected Director means a Director elected in accordance with clause 15.5.

CARRIED (F: 81, A: 0)

3. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 1.1 - Definitions be amended as follows:

1.1 Definitions

Company Secretary means the ~~elected~~ person appointed by the Board of Directors to perform the duties of ~~State and~~ Company Secretary in accordance with this Constitution and applicable Corporations Law.

Discussion:

- Manly – Noted that Board had appointed the General Manager - Corporate Services as Company Secretary prior to Council's passing this proposed change to Constitution.
 - W. Archer: Good point, Board had made this decision earlier in the year as it is expedient to have someone in the office perform this role. Acknowledge the slap on the wrist.

CARRIED (F: 81, A: 0)

MOVED: Newcastle **Seconded:** Eastwood Ryde that the Council endorse the Board of Directors' prior appointment of General Manager - Corporate Services as Company Secretary.

CARRIED

4. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 3.1 – Objects of the Company be amended as follows:

3.1 Objects of the Company

(n) To implement appropriate policies, including policies in relation to member protection, social justice, drugs in sport, health, safety, junior and senior programs, infectious diseases, integrity in sport including match fixing and such other matters as arise from time to time as issues to be addressed in Netball.

CARRIED (F: 81, A: 0)

5. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that the following be inserted under Clause 9.3 – Members:

9.3 Members

(a) **The Members are:**

(5) Directors, as appointed by the Board, will have the right to attend and vote at the Annual General Meeting, any Extra Ordinary Meeting and General Meetings in their own right as an appointed Director of the Company.

Discussion:

- L. Quinn OAM (Life Member): Nothing against appointing directors to provide specific skills, however, do have a problem with Appointed Directors having full voting rights at Council meetings. Members are put through stringent controls to ensure voting entitlement. Believe Appointed Directors should be a member of an Association to have voting rights.
 - W. Archer: This issue has been discussed but there is no distinction under regulatory and compliance rules whether Directors are appointed or elected. High level of skills in Appointed Director, NNSW needs this calibre of person on the Board.
- Newcastle: Wish to move amendment to motion to add at end of clause “Provided they are members of a NNSW Association”
 - W. Archer: Could foreshadow that change for AGM next year, insufficient notice period to move an amendment today.
- Newcastle: In the past Council has accepted amendments to motions at Extra Ordinary meetings, we should do so now.
 - W. Archer: Have accepted foreshadowed motions at Council meetings previously, but not where they relate to changes to the Constitution. Constitution is silent on this issue. If Council wishes to progress with the foreshadowed motion from Newcastle, I am happy to take motion from floor.
- Sutherland: Understand the need for expertise, is the Board specifically seeking people outside netball? Appointed Directors need to vote at Board level to fully utilise their expertise, but originally Appointed Directors did not have voting rights at Council.
 - W. Archer: The current Appointed Director is happy to become a member of an Association and has, I believe, already initiated that process. Like the current Appointed Director, I would expect any future Appointed Director to also have a genuine interest in NNSW and be fully engaged in what is going on inside the sport. If Appointed Directors become members they are entitled to vote.
- Kiama: If an Appointed Director is engaged in Netball, they would become a member.
- Campbelltown: Because of the proposed reduction in number of Elected Directors, one Director per Association, would it be possible for Appointed Directors to only vote at Board?
 - W. Archer: Board sees Appointed Directors as very much part of our Association, not just a Board participant. Board sees them as understanding and being engaged, they would fully apply the expertise that they bring to the table in the context of our sport.
- Manly: Don't agree that an Appointed Director needs to have a vote at Council – it's our forum of decision making, a future Appointed Director may elect not to join an Association as a member.
 - W. Archer: If an Appointed Director becomes a member, they are entitled to vote.
- Northern Suburbs: If we decide to make an amendment to the motion, it needs to also reflect that this rule will apply to two Appointed Directors (if two appointed).

MOVED: L. Quinn OAM (Life Member) **Seconded:** N. Matthews OAM (Life Member) to defer consideration of motion 5 relating to proposed amendment to clause 9.3 until the validity of the clause has been reviewed by appropriate legal advice, particularly in relation to the point raised 9.3 members - Inference is that Directors are already members.

CARRIED

MOTION 5

WITHDRAWN BY BOARD OF DIRECTORS

6. **MOVED** the Board of Directors **Seconded:** by the Board of Directors that the following be altered under Clause 9.3 – Members:

9.3 Members

- (a) **The Members are:**

~~(56)~~ The Chief Executive Officer who shall be a non-voting member of Council.

MOTION WITHDRAWN

7. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 13.2 – Alternate Delegate(s) be amended as follows:

13.2 Alternate Delegate(s)

- (b) Procedure for Appointment of Alternate Delegate(s)

- (1) Document appointing an Alternate Delegate:

(a) Must be in writing signed by an Association Executive Member. ~~the District Association's Secretary.~~

CARRIED (F: 83, A: 2)

8. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 13.3 – Alternate Delegate(s) be amended as follows:

13.3 Proxy Delegates

- (b) Procedure for Appointment of a Proxy Delegate

- (1) Document appointing a Proxy Delegate:

(a) Must be in writing signed by an Association Executive Member. ~~the District Association's Secretary.~~

CARRIED (F: 82, A: 0)

9. **MOVED:** the Board of Directors and **Seconded:** by the Board of Directors that Clause 14.5 – Chairperson be amended as follows:

14.5 Chairperson

The Chairperson, or in their absence, the Deputy Chairperson of the Board, must preside as Chairperson at the Annual General Meeting of the Company and if at any meeting neither the Chairperson or the Deputy Chairperson is present within thirty minutes after the time appointed for the holding of the meeting, the Board members present will choose a Director to be Chairperson of the meeting.

CARRIED (F: 85, A: 0)

10. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that the following new clause be inserted:

14.8 Nominations equal vacancies or insufficient nominations

If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by a majority of votes cast by the Delegates in a postal vote in accordance with Clause 14 (c).

Discussion:

- City of Sydney: If there's only one delegate standing, why do we do another vote?
 - W. Archer: We are asking you as delegates to endorse people who have put themselves up for consideration, you have the choice whether to endorse or not. If not endorsed, it becomes a casual vacancy, and would be filled under casual vacancy process.
- Sutherland: Waste of time and money – most people don't bother to vote. What is incentive to vote when there is only one candidate. Does a sole nominee need to achieve minimum number of votes, rather than majority?
 - W. Archer: If people choose to be apathetic about voting, that is their choice. Agree that postal voting response is poor. Would encourage all Associations to participate in voting - It's about being a conscious member of your Associations, needing to actively engage, being accountable and responsible as members of that Association. Lead for this amendment has come via Netball Australia from Australian Sports Commission. Board believes the concept has merit.
- Newcastle: Consider it's a privilege to have a vote: cost of postal vote is cost of democracy. May in future regret not taking our vote seriously, we are entitled to know who is standing for Board. Supports the recommendation.
- Sutherland: Given previous poor record of postal voting, country Associations who cannot attend metropolitan Councils/Forums sometimes do not know who nominees are, NNSW should give full details of nominees to encourage voting and familiarity.
 - W. Archer: Don't assume the poor response is from Regional Associations, it also includes Metropolitan Associations. Part of the nomination process is to provide approximately 200 words of text from nominees, including photos, to aid identification.

CARRIED (F: 77, A: 6)

11. MOVED: the Board of Directors **Seconded:** by the Board of Directors that Clause 14.9 (b) – Quorum be amended as follows:

~~14.9~~ 14.10 **Quorum**

(b) Unless otherwise provided in this Constitution, a quorum for an Extra Ordinary Meeting shall be Delegates representing one-~~quarter third~~ of the affiliated ~~District~~ Associations and four Directors. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting:

CARRIED (F: 84, A: 0)

12. MOVED: the Board of Directors **Seconded:** by the Board of Directors that Clause 14.13 (d) (2) – Proceedings at General Meetings be amended as follows:

~~14.13~~ 14.14 **Proceedings at General Meetings**

- (d) The Council shall, at the November meeting each year, conduct the following business as part of the business of the meeting:
 - (2) Set the annual individual membership fees payable by each individual member in accordance with Clause 9.5. Reference is also made to Clause 15.1 (b) and the Affiliation and Membership Policy in regard to remote and isolated Associations.

CARRIED (F: 80, A: 1)

13. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 14.13 (e) – Proceedings at General Meetings be amended as follows:

~~14.13~~ 14.14 **Proceedings at General Meetings**

- (e) In addition to General Meetings held in accordance with clause 14.11(a), the Company Secretary will call General Meetings:

CARRIED (F: 84, A: 0)

14. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 14.15 (b) - Quorum be amended as follows:

~~14.15~~ 14.16 **Quorum**

- (b) Unless otherwise provided in this Constitution, a quorum for all General Meetings shall be Delegates representing one-~~quarter~~ third of the affiliated ~~District~~ Associations and four Directors. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting:

CARRIED (F: 82, A: 0)

15. **MOVED** the Board of Directors **Seconded:** by the Board of Directors that the following be inserted under Clause 15.1 (b) – Responsibilities and duties of Directors:

15.1 Responsibilities and duties of Directors

- (b) The Board has the discretion to provide special consideration in relation to remote and isolated Associations as stated in the Affiliation and Membership Policy.

Discussion:

- Newcastle: Why does the Board feel the need to be the authority which determines what member Associations may pay? Many Districts have difficulties, which has been brought back to Council to evaluate the problem. Do not feel this motion is necessary or desirable.
 - W. Archer: Presidents Forum raised this issue. One of NNSW's objectives is to nurture and grow Associations. In terms of timing on the Norfolk Island case which came up this year, we would have had to wait until now (November) for a decision that needed to be taken in April to keep Norfolk Island running as an Association. Decision relating to Norfolk Island was not taken lightly, and was based on very detailed information from the Association and NNSW staff. In the past the Board has made decisions relating to Associations which are not remote and isolated. Timing is the determining factor in bringing such a decision to Board or Council.

CARRIED (F: 79, A: 0)

16. MOVED: the Board of Directors **Seconded:** by the Board of Directors that Clause 15.2 (b) and (c) - Director Positions be amended as follows:

15.2 Director positions

The Board will consist of:

- (b) ~~FourSix~~ Elected Directors, elected in accordance with Clause 15.5;
- (c) ~~TwoAn~~ appointed Directors appointed in accordance with Clause 15.16;

Discussion:

- Sutherland: Wondering why this has come up now, still haven't seen result from having one Appointed Director, as it's such a short time frame, so why is this being put forward now. We should wait to see the results.
 - W. Archer: Timing is considered relevant, as we are about to move into Netball Central, need to move Association forward with high level expertise, setting our base for our future in Netball Central. Agree it's fair to say that delegates have not yet seen the benefits of the Appointed Director and you may not directly see it. The Board benefits from the Appointed Director's expertise in the decision making process. We have retained the majority voting power of Elected Directors: they will be majority on the Board.
- Manly: Reducing Elected Directors from six to four reduces capacity of Associations to have a say in direction of Board, wish to retain same number of Elected Directors.
- Newcastle: What are incentives for non members to become members of the Board? Board could have invitees to contribute specific advice to the Board, it is not in the best interest of members to have them sit on Board in full.
- Anne Doring (Life Member): Board can seek advice from specific people on specific issues. As Associations we like to see our members as Board members making decisions.
- Northern Suburbs: Diluting Elected Directors from six to four dilutes power of Council.
- Port Stephens: It is proposed that there will be seven voting members on the Board – five of which are Netball members, therefore do not see any dilution. Corporate governance requires additional expertise on the Board. Support the motion.

MOTION LOST (F: 29, A: 52)

17. MOVED: the Board of Directors **Seconded:** by the Board of Directors that Clause 15.4 - Membership of Associations be amended as follows:

15.4 Membership of ~~District~~ Associations

No more than ~~onetwo~~ Elected Directors may be a member of the same ~~District~~ Association at any one time.

MOTION WITHDRAWN

Discussion:

- Hawkesbury: See reason for proceeding with motion 17 as the concept has merit.
 - W. Archer: Board had proposed this motion for purposes of transparency, now not required.

MOVED: L. Quinn OAM (Life Member) **Seconded:** Hawkesbury that the following motion of amendment to the Constitution be put to the March 2015 Annual General Meeting of Council:

CARRIED

18. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 15.5 (d) – Procedure for election of Directors be amended as follows:

15.5 Procedure for election of Directors

- (d) The President, and ~~two~~three Directors will be elected one year and ~~two~~three Directors will be elected the next year.

MOTION WITHDRAWN

19. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 15.6 – Casual vacancy of Director be amended as follows:

15.6 Casual vacancy of Director

Any casual vacancy occurring in the office of Director during a Director's ~~second year term~~ of office ~~must will~~ be filled by ~~election of the~~ appointment of a Directors ~~made by the Board from the Members. The term of office in this instance will be up until the next Annual General Meeting when an election will take place either to fill the remaining term of office or for a new term of office. Any casual vacancy occurring during the first year of office will require the Returning Officer to call for nominations and conduct a postal ballot as provided for in clause 15.5. Any Director filling such a vacancy will hold office until the Annual General Meeting at which the Director whose place is filled would have retired.~~

CARRIED (F: 74, A: 14)

20. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 15.9 (a) – Quorum be amended as follows:

15.9 Quorum

- (a) T The Directors may meet together for the dispatch of business, adjourn or otherwise regulate their meetings and proceedings as they think fit. The quorum necessary for the transaction of business will not be less than ~~four~~five Directors eligible to vote.

MOTION WITHDRAWN

21. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 15.16 (a) and (b) – Appointment of Appointed Director be amended as follows:

15.16 Appointment of Appointed Director

- (a) The Elected Directors may appoint ~~up to two~~an Appointed Directors.
- (b) ~~The Appointed~~An Appointed Director shall have specific skills in any of 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. ~~An~~The Appointed Director ~~may does not need to~~ be a Member of the Company.

MOTION WITHDRAWN

22. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 16.3 – Questions decided by majority be amended as follows:

16.3 Questions decided by majority

Questions arising at any meeting duly convened at which a quorum is present, will be decided by a majority of the votes of the Directors present. The Chair has a casting vote.

CARRIED (F: 83, A: 0)

23. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 17.2 (b) – Minutes be amended as follows:

17.2 Minutes

(b) In complying with clause 17.2(a) the Company Secretary may, with the consent of the Directors, delegate the role of drafting minutes of meetings to another person. but must sign-off on all such records of Company meetings.

CARRIED (F: 85, A: 0)

24. **MOVED:** the Board of Directors **Seconded:** by the Board of Directors that Clause 21.7 (b) – Auditor be amended as follows:

21.7 Auditor

~~(b) The Company must comply with the requirements of the Public Finance and Audit Act 1983 (NSW) concerning audit of the Company by the New South Wales Auditor General.~~

CARRIED (F: 85, A: 0)

The President declared the meeting closed at 10.33am.