

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

Held on Saturday 2 November 2013
at the Dooley's Club, John Street, Lidcombe

Present:

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

Delegates:

K. McMahon (Armidale)	J. Gates (Armidale)
L. Hill (Bankstown)	J. Pike (Baulkham Hills)
M. O'Callaghan (Baulkham Hills)	K. Booth (Blacktown)
D. Thrift (Blue Mountains)	E. Godkin (Blue Mountains)
M. Burke (Brunswick Byron)	J. Bazley (Camden)
K. Thomas (Camden)	S. Connolly (Campbelltown)
G. Byrne (Campbelltown)	E. Riley (Cessnock)
D. Pascoe (Charlestown)	M. Harrison (Charlestown)
J. Occhiuto (City of Sydney)	J. Watt (Eastwood Ryde)
D. Bills (Eastwood Ryde)	P. Fitzpatrick (Gosford)
J. Webster (Grafton)	J. Small (Gunnedah)
D. Cross (Gunnedah)	K. Austin (Hastings Valley)
N. Stokes (Hastings Valley)	T. Chalk (Hawkesbury)
L. Turner (Hawkesbury)	L. Burgess OAM (Hills)
J. Thompson (Hills)	D. Elvy (Illawarra)
L. Szakacs (Illawarra)	K. Halcrow (Inner West)
L. Blackmore (Inner West)	J. Perry (Ku-Ring-Gai)
B. Dew OAM (Lismore)	J. Troy (Lismore)
T. Kane (Lower Clarence)	D. Hobson (Lower Clarence)
K. Lambley (Macleay)	J. Fullford (Maitland)
C. Davies (Maitland)	M. Hauser (Manly Warringah)
H. Dean (Manly Warringah)	C. O'Donnell (Mt Druitt)
G. Urquhart (Nelson Bay)	L. Wilcox (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)	S. Gardiner (Parramatta Auburn)
J. Gillett OAM (Penrith)	B. Olsen (Penrith)
M. Archer (Port Stephens)	D. Breust (Queanbeyan)
M. Kelly (Randwick)	C. Hicks (Randwick)
W. Klein (Shoalhaven)	K. Rembisz (Shoalhaven)
M. Caddies (Singleton)	H. Andrews (St George)
L. Mina (St George)	M. Bettini (Sutherland)
V. Morris (Sutherland)	D. Lockwood (Tamworth)
K. Sweeny (Tamworth)	L. Bonnett (Taree)
M. Allen (Westlakes)	M. Chilvers (Westlakes)
E. Hamilton (Woy Woy)	M. Thoms (Woy Woy)
F. Passmore (Wyong)	

Life Members: L. Quinn OAM
A. Doring OAM
Y. Richardson

M. Corbett OAM
N. Mathews OAM

Observers: S. White (Lower Clarence) S. Way (Sutherland)
H. Randall (Charlestown) L. Fox (Tamworth)
J. Jamieson (Tamworth) P. Burt (Westlakes)
J. Kavanagh (Armidale)

The President declared the meeting open at 9.08 am

(a) Apologies

C. McCormack (Board Member)	M. Boyle OAM (Life Member)
C. Miles (Wyong)	A. Margalit (Ku-Ring-Gai)
A. Lipman (Ku-Ring-Gai)	L. Simpson (Gosford)
R. Stephenson (Sapphire Coast)	K. Fullagar (Life Member)
K. Whiteley (Liverpool)	E. Lawler (Liverpool)
A. Shutt (Nelson Bay)	A. Sargent (Life Member)
C. Baiton (Young)	S. Marks (Blacktown)
D. Jackson (Port Stephens)	K. Halcrow (Inner West)

MOVED Hawkesbury seconded Inner West that apologies for the Extra Ordinary Council meeting be accepted **CARRIED**

(b) Notices of Motion – proposed changes to Constitution – as attached

President discussed the impetus for the proposed changes to the Constitution, to bring NNSW into line with recommendations of ASC and corporate best practice.

1. **MOVED** the Board of Directors and seconded Eastwood Ryde that Clause 3.1 Objects of the Company be amended as follows:

3.1 Objects of the Company

- (a) To act ~~as arbiter~~ **for its members** on all matters pertaining to the conduct of Netball in New South Wales, including all disciplinary, tribunal, appeal and grading matters, in accordance with the Member Protection Policy.
- (m) To establish and conduct education and training programs ~~for financial member of Netball NSW~~ in the implementation and interpretation of Netball rules, standards, guidelines and procedures.

Discussion on the motion:

- Tamworth: Noted that first clause to be amended should be numbered as 3.1 (i), not 3.1 (a)
 - W. Archer confirmed that subject clause is 3.1 (i), not 3.1(a) and thanked Tamworth for the correction. W. Archer also noted that where changes were accepted to the Constitution which affected numbering, such numbering correction would cascade throughout the document as necessary.

MOTION PUT (with amendment of numbering of clause 3.1 (a) above, being numbered correctly as 3.1 (i)) **CARRIED** (F:84, A:0, Voting power 86)

2. **MOVED** the Board of Directors and seconded by Manly that clause 8.2 Altering the Constitution be amended as follows:

8.2 Altering the Constitution

Notwithstanding any provisions contained in the Act no amendment will be made to this Constitution unless such amendment is first approved by special resolution requiring ~~a majority of 75% of the members eligible to vote~~ the amendment to be approved by at least 75% of the votes cast at an Extra Ordinary General Meeting including any postal votes submitted in accordance with the Election and Postal Voting Policy ~~or submitting a postal vote as conducted by the Returning Officer in accordance with the Election and Postal Voting Policy.~~

Discussion on the motion:

- L. Quinn OAM (Life Member) asked whether, with the changes made to the Constitution that there is apparently no clause that clarifies “those present and voting”.
 - W. Archer stated that all proposed changes to the Constitution are subjected to legal review before presentation to Council to ensure compliance to various legislation and consistency within the document, therefore believes this issue will have been addressed by legal advice.

MOTION PUT

CARRIED (F:72, A:5, Voting power 86)

3. **MOVED** the Board of Directors and seconded by Hawkesbury that clause 9.1 Deeming Provisions be amended as follows:

9.1 Deeming Provisions

- (a) All District Associations and League Associations who were Member Associations prior to the time of approval of this Constitution under the Act (**Previous Member Associations**), will be deemed District Associations ~~and League Associations~~ from the time of approval of this Constitution under the Act, and will be entitled to all benefits conferred on them by the Company, whether directly or indirectly.

Discussion on the motion:

- Newcastle: If this motion accepted, will the word “League” be removed throughout the document?
 - W. Archer: yes, if changed once, then that change will cascade throughout the document.

MOTION PUT

CARRIED (F:85, A:1, Voting power 86)

4. **MOVED** the Board of Directors and seconded Inner West that the following clause be inserted:

9.5 Individual Membership renewal

- (d) The Board, in its absolute discretion, may admit or reject any application for membership. If the applicant is not admitted to membership in due course, all monies paid by that applicant to the Company must be returned in full.

MOTION PUT

CARRIED (F:84, A:0, Voting power 87)

5. **MOVED** the Board of Directors and seconded by the Camden that clause 14.4 Quorum be amended as follows:

14.4 Quorum

- (b) The quorum for the Annual General Meeting shall be Delegates representing ~~one-third~~ one quarter of the affiliated District and League Associations and four Directors. If within thirty

minutes from the time appointed for the meeting a quorum is not present, ~~the meeting the meeting must stand adjourned to a date fixed by the Board; the adjourned meeting will be convened by the Company Secretary as directed by the Board. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will be a quorum.~~

~~(a) — if convened on the requisition of the members must be dissolved; and~~

~~(b) — and in any other case it must stand adjourned to the same day in the next week, at the same time and place,~~

~~and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will be a quorum.~~

Discussion on the motion:

- W. Archer noted that this issue had been discussed in detail at Presidents' and Regional Forums during 2013.
- Manly: No safeguard if only a very small number of members are present at a meeting which fails to meet quorum in 30 minutes. This is dangerous as there could be insufficiently broad enough members representation for an AGM. Why not use webinar?
 - W. Archer stated that Board has considered webinar concept but this technology creates logistics issues – i.e. need to be able to confirm that people who say they are on webinar actually are present, this is just one of a number of issues around this sort of technology.
 - J Hahn: Raised the question: What is the limit for the number of times a meeting is called? – NNSW could be outside the Corporations Act if meeting adjourned to a later date.
- Sutherland – no problem with change of quorum to one quarter, and the last clause is generally what is in most constitutions. Issue is that there is no timeframe for the secretary to call the meeting. If meeting must be adjourned, there should be a timeframe in the Constitution.
 - W. Archer: Replied that realistically, in terms of an AGM, there are timeframes which trigger documentation – if NNSW was to note such timeframe in the Constitution and it was not practical to meet that timeframe, then NNSW would be in breach of its Constitution. (Gave example that if the March 2013 Council meeting had been adjourned, such adjourned meeting would have been scheduled, under existing Constitution, for Easter weekend.) W. Archer stated that she understood the argument, but NNSW needs to ensure it doesn't breach its Constitution.
- N. Matthews (Life Member) asked if members present form a quorum, does it include Board, Executive of NNSW? Concerned that a small number of Districts could be making decisions for the Council. Districts need to take responsibility, NNSW is our Association and Districts should be interested enough to be involved in the Council process.
 - W. Archer: That provision is already in the Constitution but, to best of her knowledge, it has not yet been necessary to invoke that.

MOTION PUT

CARRIED (F:70, A:10, Voting power 87)

6. **MOVED** the Board of Directors and seconded by Hawkesbury that clause 14.13 Proceedings at General Meetings be amended as follows:

14.13 Proceedings at General Meetings

(d)

- (3) Review the rules for Netball NSW State Championships, State Age Championships, State League Region 1, State League Regions 2 – 8, Night Interdistrict and Competitions Carnivals and make such changes as the meeting shall adopt ~~for all such championships and competitions as appropriate~~ for the ensuing year. No further changes ~~shall will~~ be made to ~~such Championships and Competitions these rules~~ following the conclusion of the November Council meeting each year.

Discussion on the motion:

- L. Quinn OAM (Life Member) Queried procedures at general meetings: normal process is that the November Council makes those rules, then no changes until the following November. This clause could be interpreted that, at the March Council meeting, a change made in November could be changed in March.
 - W. Archer: Issue is unchanged, the clarification about the general meeting is given later in the Constitution that General meeting is November : Clause d –(3) “the Council shall, at the November meeting each year...” - Review of Rules is number 3 in that clause.
- Newcastle –Understand commercial implications of Netball Central, but why shouldn't Council have some input into competitions?
 - W. Archer: Commercial aspects need to be considered moving into our new building – some competitions will be run on a commercial basis, in addition to these competitions which are run for benefit of members. Whole precinct of business people in this area during the day who may play lunchtime netball competitions and Board does not feel that Council needs to have input into how these activities are run. There are also social and community inclusion aspects to be considered and the Netball Centre Manager needs the ability to run a competition without taking the 12 month lead time through Council to set rules. Board believes that the events named in the proposed amendment are our iconic competitions and therefore should be reviewed by Council.

MOTION PUT

CARRIED (F:83, A:1, Voting power 87)

7. **MOVED** the Board of Directors and seconded by Blacktown that clause 15.2 Director positions be amended as follows:

15.2 Director positions

~~(a)~~ The Board will consist of:

~~(1a)~~ A President (an Elected Director) elected in accordance with Clause 15.5;

~~(2b)~~ Six Elected Directors, elected in accordance with Clause 15.5;

(c) An appointed Director appointed in accordance with Clause 15.16;

~~(3d)~~ the Chief Executive Officer, as a non-voting member.

(e) No elected Board Director can hold office for a period longer than 10 consecutive years. A director may seek re-election after standing down from the Board for a period of twelve months.

Discussion on the motion:

- W. Archer stated that inclusion of an appointed director concept resulted from the ASC review, happening all across the country, mooted at Presidents' Forum. Board's intention, if passed today, is to seek appointed director with financial strengths, particularly in relation to Netball Central. Succession planning and renewal are also important for Board.

- Manly: Can see value in the concept but Manly does not agree that appointed director should have voting rights.
 - W. Archer: NNSW will be approaching people to volunteer their time to advise Board going forward. It is unrealistic to expect people of high calibre to advise but not have voting power. Disagree with Manly

MOTION PUT

CARRIED (F:83, A:3, Voting power 87)

8. **MOVED** the Board of Directors and seconded by Cessnock that Clause 15.3 Qualifications of Directors be amended as follows:

15.3 Qualifications of Directors

Subject to the provisions of clause 15.13:

- (a) all Elected Directors, other than the Chief Executive Officer, must be Members of an affiliated District Association;
- (b) all Elected Directors must be at least 18 years of age;
- (c) all Directors (other than the Chief Executive Officer) must not be a direct employee of the company;
- (d) all Directors cannot hold an executive or officer position in any District Association.
- (e) No elected Board Director can hold office for a period longer than 10 consecutive years. For the purposes of this Clause, any period prior to 25 March 2012 during which a director has held office will not be taken into consideration. A Director may seek re-election after standing down from the Board for a period of twelve months.

CARRIED (F:84, A:0, Voting power 87)

9. **MOVED** the Board of Directors and seconded by Charlestown that the following clause be inserted:

15.16 Appointment of Appointed Director

- (a) The Elected Directors may appoint an Appointed Director.
- (b) The 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. The Appointed Director does not need to be a Member of the Company.
- (c) An Appointed Director may be appointed by the Elected Directors in accordance with this Constitution for a term of up to two years, which shall commence and conclude at the discretion of the Board.

Discussion on the motion:

- City of Sydney: In reference to (c) appointment being “at the discretion of the Board” – usually Directors are appointed from AGM to AGM.

- W. Archer: Noted that this clause gives Board the flexibility to remove someone if they are not working to the benefit of the Board/Association. Board could appoint someone before the next AGM.
- Northern Suburbs: Could that appointed director skew voting to manipulate a decision?
 - W. Archer: Boards must be diligent about what they are doing – ASC overviews sporting bodies and Federal and State governments also provide checks and balances to prevent such an occurrence.
- Port Stephens: Clause 15.16 (a) Board “may appoint” is at odds with “will appoint” noted elsewhere in Constitution.
 - W. Archer: Board may choose not to appoint someone. If reading 15.2, it refers to clause 15.16, so wording currently in 15.16 is correct when read together.
- Sutherland: Council was asked to vote that Board “should” appoint a person in compliance, not “might”
 - W. Archer : Need to read clauses together.
- St George asked how will the appointed Director be sourced? i.e. by expression of interest?
 - W. Archer : NNSW will probably headhunt, as we are seeking specific skills. Board currently working on a nominations panel which will run the process.
- Bankstown: Reason for word “may” in the clause under discussion refers to the appointment period of up to 15 years, not the appointment concept.

MOTION PUT

CARRIED (F:79 A:4, Voting power 87)

Meeting closed at 10.03am