

NEW SOUTH WALES NETBALL ASSOCIATION

Minutes of the Extra Ordinary Council Meeting held on Saturday 3 November 2007 at Dooleys Club, John Street, Lidcombe

Present

Directors: W. Archer AM, R. Watson, M. Murphy, J. Hahn, L. Quinn, J. Troy,
C. Campbell (General Manager)

Delegates:

M. Leonard (Bankstown)	S. McLeod (Bankstown)
C. Murphy (Baulkham Hills)	C. Aird (Baulkham Hills)
H. Smith (Blacktown)	S. Marks (Blacktown)
E. Godkin (Blue Mountains)	E. Konza (Blue Mountains)
M. Bourke (Brunswick-Byron)	R. Doyle (Brunswick-Byron)
R. Bracken (Camden)	K. Thomas (Camden)
J. Halcrow (Campbelltown)	S. Connolly (Campbelltown)
J. Peel (Cessnock)	V. Cochrane (Cessnock)
D. Pascoe (Charlestown)	D. Couburn (Charlestown)
S. Dawes (City of Sydney)	H. Atzemis (City of Sydney)
A. Doring (Eastwood Ryde)	J. Marscham (Eastwood/Ryde)
C. Mulvey (Fairfield)	J. Occhiuto (Fairfield)
H. Eadie (Gosford)	J. Brook (Gosford)
C. Walls (Grafton)	L. Mears (Grafton)
T. Cooper (Gunnedah)	J. Small (Gunnedah)
K. Austin (Hastings Valley)	K. Regan (Hawkesbury)
T. Chalk-Cullen (Hawkesbury)	L. Burgess (Hills)
K. Hartill (Hills)	V. Curren (Illawarra)
C. Lear (Illawarra)	C. Hamilton (Inner West)
T. Beedles (Kiama)	B. Pope (Kuring-gai)
G. Corderoy (Kuring-gai)	S. Fitzgerald (Lakeside)
L. Bowne (Lakeside)	L. Webster (Lismore)
B. Dew (Lismore)	E. Lawler (Liverpool)
K. Whiteley (Liverpool)	E. Hayes (Lower Clarence)
E. Brown (Macleay)	O. Brown (Macleay)
L. Taylor (Maitland)	B. Bird (Maitland)
H. Dean (Manly)	M. Cliff (Manly)
C. O'Donnell (Mt. Druitt)	A. Shutt (Nelson Bay)
A. Saunders (Newcastle)	E. Monaghan (Newcastle)
P. Wilson (Orange)	S. Wilson (Orange)
L. Welfare (Parramatta/Auburn)	J. Gillette (Penrith)
B. Olsen (Penrith)	D. Breust (Queanbeyan)
L. Morgan (Quirindi)	C. Hicks (Randwick)
M. Kelly (Randwick)	R. Stephenson (Sapphire Coast)
S. Mitchell (Shoalhaven)	M. Caddies (Singleton)
T. Willetts (St. George)	L. Mina (St. George)
V. Morris (Sutherland)	Y. Richardson (Taree)
J. Jarmain (Westlakes)	C. Cairns (Westlakes)
M. Thomas (Woy Woy)	S. Bailey (Woy Woy)
F. Passmore (Wyong)	C. Baiton (Young)

Life Members: M. Dunn OAM N. Kenny OAM
M. Corbett P. Weston OAM
M. Melhuish OAM N. Matthews OAM
K. Fullagar

Observers: G. Urquhart (Newcastle) M. Hoad (Kurri Kurri)
E. Hamilton (Woy Woy) L. Kirk (Brunswick-Byron)
M. Bettini (Sutherland) K. Higgins (Parramatta Auburn)
F. Reynolds (Randwick) J. Peare (Hawkesbury)
N. Breust (Queanbeyan) B. Woodward Queanbeyan)
V. Mullett (Blue Mountains) D. James (Mt. Druitt)
L. Mears (Grafton) D. Clark (Gunnedah)
J. Webster (Liverpool)

Staff Members: A. Smith (Corporate Services Manager)

Returning Officer: Les Turner

The President declared the meeting open at 9.40am

Apologies: R. Havrlant (Director Technical Services)
M. Archer (Port Stephens) S. Zenos (Port Stephens)
M. Holmes (Shoalhaven) L. Bonnett (Taree)
B. Mann (Hills) K. Smith (Lower Clarence)

MOVED M. Dunn (Life Member) seconded Mt. Druitt that apologies be accepted
CARRIED

AGENDA ITEMS

1. Motions as presented by the Board of Directors for changes to the Constitution as follows:

1. **MOVED** and **SECONDED** the Board of Directors that Clause 2 DEFINITIONS (i) be changed whereby the words ‘Board or Boards provided in the Association premises’ be deleted and insert instead the words ‘Association’s electronic website’ as shown below:

2. DEFINITIONS

(i) In this Constitution unless there be something in the subject or context inconsistent therewith:-

“**Notice Board**” means the ~~Association’s electronic website~~ on which notices for the information of members are posted.

Deleted: Board or Boards

Deleted: provided in the Association premises

MOTION PUT

CARRIED (F:87 A:0)

2.1 **MOVED** and **SECONDED** the Board of Directors that Clause 3. MEMBERSHIP (b) Affiliation Fee and membership be changed whereby new clauses (iii), (iv) and (v) be inserted and clauses re-numbered as shown below:

3. MEMBERSHIP

b) Affiliation Fee and Membership

- (i) The annual affiliation fee payable by each District and League Association and annual membership payable for each individual member shall be as determined by Council from time to time. The Council may fix different annual subscriptions for different classes of members.
- (ii) The annual affiliation shall fall due on 1 January annually and shall be payable in advance.
- (iii) The annual membership shall fall due on 1 January annually
- (iv) The Secretary of each District Association shall receive an invoice for the sum of 80% of the previous year's actual membership fees which shall be payable on or before 31 March each year.
- (v) On or before April 1 in each year the Secretary of each District Association shall forward to the Association a list showing the names and addresses of existing members who have paid their annual membership. The list shall differentiate between classes of members. With that list there shall also be forwarded a cheque to cover the invoiced amount as stated in clause (iv) above. Upon receipt by the Association of the list and payment of the membership from the persons whose names appear thereon, those persons shall be deemed to have renewed their membership for the year following.
- (vi) Registrations received by a District Association after 1 April each year must be forwarded to the Association on a monthly basis as received.

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Discussion:

- Kiama – with membership terminating in December and registration not collected until March, is there cover provided for this period and where do we get the money to pay when registration not paid by members until March?
 - C. Campbell (General Manager) – insurance cover will be provided by new insurers, effective from 1 January each year. 80% invoicing based on previous years membership already in place and sent for next year
 - Macleay – for a small association registration is not received until March, have no money in January to pay
 - W. Archer (President) – invoice will be issued in March based on previous years registrations – no change from current process which has been in place for last 3 years

- Campbelltown – can we tidy up wording and include “fees” in clauses 3 b) ii), iii) and iv)

MOVED Campbelltown seconded Young that as a housekeeping issue, the word “fees” be inserted after membership in clauses 3 b) ii), iii) & iv)

CARRIED

MOTION PUT INCLUDING ADDITION AS CARRIED ABOVE

CARRIED (F:83 A:3)

2.2 MOVED and SECONDED the Board of Directors that Clause 3.MEMBERSHIP (h) Life Member be changed whereby wording be deleted and new wording inserted as shown below:

h) Life Member

- (i) Any person may be elected as a Life Member in recognition of not less than ten (10) years’ outstanding service to the Association or to the old Association.
A candidate for election as a Life Member must be nominated by two (2) ordinary members of Council with such nominations being received by the Director State Administration by 30 November each year. Election as a Life Member shall be conducted in accordance with the Election Policy and Procedures for postal voting. Following an affirmative vote, the Life member will be announced and presented at the Annual General Meeting. A Life Member shall have the same rights as an Ordinary Member to attend Meetings. The Council may at any time and from time to time fix the total number of persons who may be Life Members at any time and the maximum number of candidates for Life Membership who may be nominated in any year.

Deleted: at least three (3) months before the meeting at which such nominations are to be considered

Discussion:

- Campbelltown – reference to Director State Administration in this motion
 - M. Murphy (Director State Administration) – currently this position exists unchanged however, motions to change will be put to Council at March meeting should non-portfolio structure be adopted

MOTION PUT

CARRIED (F:79 A:2)

2.3 MOVED and SECONDED the Board of Directors that in Clause 4. MEMBER ASSOCIATIONS (e) District and League Carnivals that the words ‘and approved by Council’ be deleted as shown below:

4. MEMBER ASSOCIATIONS

e) District and League Carnivals

- (i) Applications to hold a District or League Carnival shall be submitted on the appropriate form by the date set down,

Deleted: and approved by Council

- (ii) District and League Associations conducting or entering such carnivals shall do so in accordance with the Rules for District/League Association Carnivals as may be in force from time to time.

MOTION PUT

CARRIED (F:75 A:5)

- 3.1** **MOVED** and **SECONDED** the Board of Directors for the deletion of the Finance and Sports Marketing Standing Committees and all references to such Committees from the Constitution.

Discussion:

- Young – request motions be split
 - M. Murphy (Director State Administration) – motion cannot be split; must be put as moved and seconded
 - Young – request secret ballot
- J. Hahn (Director Finance) – speak in support of motion as put – the way the finances and operations of the Association are moving forward, finances are very complicated and the full Board has responsibility for the Association's finances. Board has corporate responsibility for the finances of the Association. Board signs off that the Association is financially able to operate and financial reports are provided monthly to the Board and for special financial meetings of the Board – no role for Finance Committee. The Audit & Risk Committee will be set up to ensure the operational standards are met.
- J. Troy (Director Sports Marketing) – thank members of previous sports marketing committees. The role of this committee no longer exists as NNSW employs specialists to undertake this role

MOTION PUT

LOST (F:46 A:45)

- 3.2** **MOVED** and **SECONDED** the Board of Directors for the deletion of the Technical Services Strategic Panel and all references to such appointed panel from the Constitution.

Discussion:

- Shoalhaven – request secret ballot

MOTION PUT

LOST (F:48 A:45)

- 3.3** **MOVED** and **SECONDED** the Board of Directors that Clause 5. THE COUNCIL (c) General and Special Meetings be changed whereby wording be deleted and new wording inserted as shown below with all clauses being re-numbered as required:

5. THE COUNCIL

c) **General and Special Meetings**

- (i) Subject to the provisions of the Corporations Law the Annual General Meeting shall be held in March each year.

The business of the Annual General Meeting shall be:

- (a) Confirmation of Minutes of previous Meeting.
(b) The consideration and adoption of the Annual Report and audited Balance Sheets.
(c) Consideration of the Annual Operational Report of the General Manager and adoption of Annual Reports from Appointed Panels, Sub Committees and Delegates to Other Organisations:
i) Appeals Panel
ii) Appointments Panel
iii) Discipline Panel
iv) Hall of Fame Panel
v) Selection Panel
vi) Coaches Operating Panel
vii) Umpires Operating Panel
viii) Anne Clark Service Award Sub-Committee
ix) Championship & Competitions Sub-Committee
x) Historical Sub-Committee
xi) Delegates to Other Organisations

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- (d) Appointment of an Auditor for the ensuing year.
(e) Appointment of a Returning Officer for the ensuing year.
(f) Such other business as the Meeting thinks fit.
(g) Election of Directors.

Deleted: iii) . Appeals Committee

Deleted: iv) . Appointments Panel¶

Deleted: Championships & Competitions Committee¶

Deleted: Finance Committee¶ Sports Marketing Committee

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Deleted: Technical Services encompassing Technical Services Strategic Panel, Coaches Operating Committee, Umpires Operating Committee and Selection Committee.¶

Deleted: Delegates to Other Organisations¶

Discussion:

- M. Murphy (Director State Administration) – based on result of previous motions, references to deletion of Finance and Sports Marketing Committee and Technical Services Strategic Panel are not applicable or relevant
- Campbelltown – no reference to a report from the legal panel as referred to
 - M. Murphy (Director State Administration) – the legal panel as referred to is not a panel of the Association but is a panel made up of selected legal providers who can be called on by the Board to sit on various appointed panels as required
 - Campbelltown – no reference to a Board report
 - M. Murphy (Director State Administration) – the annual Board report appears in the printed report along with the financial report
- Baulkham Hills – will the duties as outlined in the Charter for the Audit & Risk Committee still be implemented?
 - W. Archer (President) – the duties as outlined will be taken on by the Board
- Illawarra – request secret ballot

- Newcastle – to save time can all motions be determined by secret ballot except where there is a request not to have a secret ballot
 - W. Archer (President) – no – standing orders state that request for secret ballot for each motion must be put

MOTION PUT

LOST (F:61 A:31)

3.4 MOVED and SECONDED the Board of Directors that the Election Policy and Procedure as distributed, be adopted and effective for elections to be announced at the 2008 Annual General Meeting

Discussion:

- Cessnock – request secret ballot
- Manly – how will votes be distributed?
 - R. Watson (Vice President) – each District will have two votes, life members will have own vote as a life member. Voting papers will be posted to Districts at their registered address and will be returned as required and outlined in the procedure
 - Manly – how does preferential voting work?
 - R. Watson (Vice President) – same as it does for State and Federal elections

MOTION PUT

LOST (F:35 A:56)

The President adjourned the meeting at 10.50am

The President reconvened the meeting at 11.05am

3.5 MOVED and SECONDED the Board of Directors that clause 5. d) Standing Orders (xvi) (a) and (b) be changed whereby wording be deleted and new wording inserted as shown below:

5. THE COUNCIL

(d) Standing Orders:

- (ii) Voting for all positions, other than casual sub-committees, shall be held by postal vote in accordance with the Election Policy and Procedure and shall be decided as under:
 - (a) Elections for Directors and members of sub committees shall be by preferential voting system. The candidate with the greatest number of votes after the distribution of preferences shall be declared elected.
 - (b) For sub committees or for positions to which more than one person is to be elected,

Deleted: by secret ballot on the ballot paper printed and distributed by the Association

Deleted: Members shall vote in the manner prescribed by Council from time to time. The manner in which the vote is to be taken shall be stated on the notice advising of the nominations to be voted on. Members shall vote for one candidate only.

Deleted: :

One ballot shall be taken and members shall vote for the number of candidates required to fill the position or sub committee. The candidates with the greatest number of votes after the distribution of preferences shall be declared elected.

- (c) If a member is elected to a standing sub-committee at the First Council Meeting and subsequently withdraws at that meeting, the member with the next highest number of votes shall be declared elected to that sub-committee.

MOTION WITHDRAWN

3.6 MOVED and SECONDED the Board of Directors that Clause 5. THE COUNCIL (e) Council – Order of Business (ii) be changed whereby wording be deleted and new wording inserted as shown below with all clauses being re-numbered as required:

(e) Council – Order of Business

- (i) The first Council Meeting of each year shall be held immediately following the Annual General Meeting. Other Council Meetings shall be held in accordance with the Constitution.
- (ii) 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
 - (g) Business arising from Correspondence
 - (h) Applications for Membership
 - (i) Reports: Board of Directors Report
Finance Report
General Manager's Operational Report
 - (j) Any other reports
 - (k) General Business

MOTION PUT

CARRIED (F:81 A:10)

3.7 MOVED and SECONDED the Board of Directors that Clause 5. THE COUNCIL (g) Nominations be deleted in its entirety and new clauses/wording inserted as shown below with all clauses in Clause 5. being re-numbered as required:

- (i) Election of Directors and Sub-Committees

~~Deleted: Championships & Competitions¶~~

~~Deleted: Finance¶~~

~~Deleted: Sports Marketing¶~~

~~Deleted: Technical Services~~

~~Deleted: Nominations for election for all positions and sub-committees to be elected at the First Council Meeting shall be submitted on the approved form, signed by two (2) Ordinary members and with the written consent of the nominee and lodged with the Returning Officer by January 31 each year.¶~~

~~Deleted: Nominations for election for all Board positions to be elected at the Annual General Meeting shall be submitted on the approved form, signed by two (2) Ordinary members and with the written consent of the nominee and lodged with the Returning Officer by January 31.¶ Individuals nominating for the position of Director shall be required to complete a Director's experience and qualification form as well as a Director's Disclosure form and at the time of nomination shall provide written consent to their willingness to accept the range of legal responsibilities imposed on the position of a company director.¶ If on that date no nominations have been received for any position or insufficient nominations have been received for any sub-committee, the Returning Officer shall call for further nominations to fill ... [1]~~

~~Deleted: In the event of a position or a sub-committee not being filled by the closing date, late nominations, in writing to fill such vacancy/ies shall be a ... [2]~~

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~~Deleted: g) Nominations¶~~

~~Deleted: Nomination of a Life Member of the Association for any position or sub-committee must be signed by any two Ordinary members and sha ... [3]~~

~~Deleted: If a position or sub-committee is not filled at the meeting at which the elections are held, notice calling for nominations to fill the vac ... [4]~~

- (i) Nominations for election from individual members for all positions must be received by 31 January each year and shall be submitted on the approved form signed by any two (2) Ordinary members and with the written consent of the nominee and lodged with the Returning Officer. Qualifications must accompany nominations and remain current for the year concerned.
- (ii) Individuals nominating for the position of Directors shall be required to complete a Director's experience and qualification form as well as a Director's Disclosure form and at the time of nomination shall provide written consent to their willingness to accept the range of legal responsibilities imposed on the position of a company director
- (iii) If on the prescribed date no nominations have been received for any position or insufficient nominations have been received for any sub-committee, the Returning Officer shall call for further nominations to fill the positions not nominated for
- (iv) In the event of a position or sub-committee not being filled by the closing date, late nominations, on the prescribed form to fill such vacancy(ies) shall be accepted up to fourteen (14) days prior to the appropriate meeting and shall be voted on at that meeting.
- (v) Elections for Directors and members of sub-committees shall be by preferential voting system. A postal ballot shall be conducted in accordance with procedures defined in the Election Policy and the result of the ballot(s) shall be declared at the relevant Annual General Meeting or other meeting of Council.

(f) Term of Elected Directors

- (i) Subject to the provisions of this Constitution relating to the early retirement or removal of Directors, each Director shall hold office for two (2) years but is eligible to seek re-election subject to having the required qualifications.
- (ii) Election of Directors shall occur on a rotational basis, three (3) Directors and the President shall retire each even year and three (3) Directors shall retire each alternate or odd year. Any adjustment to the term of the Director(s) to ensure rotational terms in accordance with this Constitution shall be determined by the Board and in the event of the Board failing to agree, by lot. Subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

(g) Term of Elected Sub-Committee Members

- (i) Subject to the provisions of this Constitution relating to membership of elected sub-committee, each sub-committee member shall be elected for a term of one year, but is eligible to seek re-election.

MOTION WITHDRAWN

3.8 **MOVED** and **SECONDED** the Board of Directors that Clause 5. THE COUNCIL (h) Returning Officer shall be deleted in its entirety and a new clause/wording inserted as shown below:

- (i) ~~_____~~
- j) The Returning Officer:**
- (i) The Board of Directors shall appoint a Returning Officer to conduct all postal ballots
- (ii) A Returning Officer shall also be appointed by Council at the Annual General Meeting each year to conduct all elections other than those conducted by postal vote.
- (iii) The Returning Officer shall not be a member of Council and shall not be eligible to stand for any positions or sub-committees with the NSW Netball Association Ltd.

MOTION WITHDRAWN

4.1 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS clauses (i) through to (xi) inclusive and clause 6. BOARD OF DIRECTORS a) DUTIES OF THE BOARD, be deleted in their entirety and the following new clauses be inserted and numbered accordingly.

6. BOARD OF DIRECTORS

6.1 PURPOSE

Subject to the Corporations Law, the business of the Association shall be managed by the Directors who may exercise all such powers of the Association as are noted by the Corporations Law or this Memorandum and Constitution required to be exercised by the Board.

- (i) In particular the Directors shall –
 - (a) Appoint the General Manager
 - (b) Undertake the development of the Association’s Strategic Plan and review on an ongoing basis, ensuring that the aims and objectives of the Association are fulfilled
 - (c) Develop and approve all policies and procedures pertaining to the Association’s development and administration
 - (d) Manage external relations and advocacy issues
 - (e) Engage resources as required to ensure that all financial and legal matters are properly managed
 - (f) Conduct an annual assessment of the overall performance of the Board and the Association
 - (g) Set levels of delegated authority for the General Manager

6.2 FUNCTIONS

The key functions of the Board are:

- Deleted:** _____
- Deleted:** Be appointed at the Annual General Meeting.¶
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- Deleted: h) Returning Officer Shall:¶**
- Deleted:** Not be a member of Council.¶
- Deleted:** Not be eligible to stand for any position on N.S.W.N.A. Limited.¶
- Deleted:** Receive all nominations for election. Nominations shall be forwarded in an envelope marked for the attention of the Returning Officer N.S.W.N.A. Limited, to the Registered Office of the Association, marked with the closing date.¶
- Deleted:** Open and scrutinise all nominations in the presence of two (2) Directors.¶
- Deleted:** Circulate those nominations that are in order within the time prescribed.¶
- Deleted:** Conduct a draw for positions on the ballot papers in the presence of two (2) Directors.¶
- Deleted:** Issue ballot papers to members present and eligible to vote at the meeting at which the elections are to be held.¶
- Deleted:** Conduct a ballot at the meeting at which the elections are to be held.¶
- Deleted:** Call for and inform scrutineers of their duties. Provided the intent of the voter is clear, that vote shall be counted as formal. Candidates may nominate their scrutineers.¶ In the absence of the candidates exercising this right, the Returning Officer shall appoint scrutineers.
- Deleted:** ¶

- (i) comply with Clause including acting for and on behalf of Council between Meetings of Council
- (ii) develop and continuously review and revise, the Association's Strategic Plan and ensure it is implemented and followed by committees, both appointed and elected, staff and other appointed personnel.
- (iii) develop, approve and monitor the Association's annual business plan;
- (iv) approve major purchases, contractual arrangements and investments in accordance with delegated authority
- (v) review and ratify systems of risk management and internal compliance and control, codes of conduct and compliance including in relation to all members undertaking duties on behalf of and representing the Association
- (vi) approve and monitor financial and other reporting, including all reports as presented to Council
- (vii) determine the terms of reference, membership and composition of any ad hoc or defined Committee of the Board
- (viii) make such appointments as required and detailed under Clause.....
- (ix) evaluate the performance of employees, subcommittees, appointed panels and itself
- (x) ensure all members of the Board act as leadership role models

6.3 RESPONSIBILITIES

The Board shall be responsible for the following:

- (i) Consider the General Manager's report covering the management and operations of the Association's business services and delivery of same as presented to the Board by the General Manager at each and every Board meeting and for the presentation to meetings of Council.
- (ii) Oversee the financial operations of the Association including ratification of the annual budget of the association as prepared by the General Manager and staff, and its presentation for ratification to the November Council meeting each year.
- (iii) Develop and monitor the Association's annual business plan and its delivery and performance
- (iv) Develop, revise and deliver the Association's Strategic Plan
- (v) Consider all matters pertaining to All Australia Netball Limited and give direction to the relevant Directors attending AANA Meetings on all such matters.
- (vi) Receive nominations for Life Membership, conduct a postal ballot prior to the Annual General Meeting where

- such presentation shall be made to the successful nominee
- (vii) Be responsible for the conduct, defence, institution or abandonment of any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association

6.4 BOARD PERFORMANCE

The performance of the Board as a group will be evaluated on an annual basis. The evaluation will have regard to the following criteria:

- (i) performance of the Board responsibilities and performance against the strategic plan of the Association
- (ii) ensuring proper financial performance both against budget and as part of the annual business plan
- (iii) monitoring management of the operations of the Association including member relations and performance

6.5 ETHICAL STANDARDS

The Board must adhere to the Association's Code of Conduct and the Board's own Charter and carry out their duties to the highest ethical standards. Copies of the Code of Conduct and Board Charter are to be given to Directors following their election.

6.6 CONFLICTS OF INTEREST

- (i) Directors must declare any potential conflict of interest in writing. This is then recorded in the minutes of the meeting.
- (ii) The Board must then determine whether the interest of the Director is a material personal interest.
- (iii) If the Board considers the interest is a material personal interest, the Director will not be permitted to remain in the meeting during the consideration of that matter and will not be permitted to vote in respect of it.
- (iv) If the Board does not consider that the interest is a material personal interest, the Director will be permitted to remain in the meeting and will be allowed to vote in respect of the agenda item.
- (v) Notwithstanding Clause, if a Director has made a declaration in accordance with Clause then the Director may elect not to participate in a meeting or to vote in respect of an agenda item.
- (vi) The Board has developed a conflicts policy to provide guidance in the event of a conflict of interest arising. The policy provides guidance in respect of conflicts that may arise due to the close relationship between the Association and its affiliated District Associations, but also in respect of conflicts arising from personal interests involving Directors of the Association.

Discussion:

- Shoalhaven – request secret ballot
- Hills – speak for the motion – there have been questions over many years regarding the Board’s performance, these motions now define the Board’s responsibilities. Sport is no longer volunteer nor amateur and we must look to the future for our future players; decisions made now are about how we move forward and defines the legal responsibilities towards the Association

MOTION PUT

LOST (F:68 A:25)

- 4.2** **MOVED** and **SECONDED** the Board of Directors that the structure of the Board of Directors of the NSW Netball Association Limited, be changed to a non-portfolio based Board of Directors with the President being elected as a stand-alone position, six (6) Directors elected and the General Manager appointed as a non-voting Director, with changes to be made to the Constitution, specifically with reference to Clause 6. Board of Directors including (d) Duties of Directors, to facilitate this structure, and including the renaming of all references to “Director State Administration” to “Company Secretary”.

Discussion:

- Shoalhaven – request secret ballot
- Blacktown – speak for the motion – this motion allows the Board to move forward to enable us as a sport to compete in the wider community

MOTION PUT

LOST (F:44 A:48)

- 4.3** **MOVED** and **SECONDED** the Board of Directors that the following new clause in its entirety be inserted into Clause 6 as clause 6.7 and all clause references be inserted as appropriate:

6. BOARD OF DIRECTORS

6.7 STRUCTURE

The Board of Directors shall consist of:

President as elected by Council

Six (6) Directors elected by Council

General Manager appointed as a non voting Director

- (i) The President and three (3) Directors shall be elected in Year 1 and three (3) Directors shall be elected in Year 2 on a rotating basis.
- (ii) The ballot for election of Directors shall be held at the Annual General Meeting each year. With the exception of the General Manager, the term of office of the Directors shall be two (2) years
- (iii) A retiring Director is eligible for re-election upon expiration of the term of office of a Director.

- (iv) In the event of a vacancy occurring prior to the expiration of a Director's term of office, nominations shall be called for and the Council shall elect for the vacancy for the remainder of the term.
- (v) No person shall be qualified as a Director unless that person is age 18 years or more and is a current Member of the Association.

MOTION WITHDRAWN

4.4 **MOVED** and **SECONDED** the Board of Directors that the following new clause in its entirety be inserted into Clause 6 as clause 6.7 and all clause references be inserted as appropriate:

6. BOARD OF DIRECTORS

6.7 STRUCTURE

- (i) The President may not hold an Executive or Officers position in any District or League Association.
- (ii) No direct or PAYG employee of Netball NSW, be they full time, part time or casual employees, are eligible to seek election or be elected to the Board of Directors. The General Manager, as an employee of the Association, shall be appointed to the Board of Directors as a non-voting Director.
- (iii) With the exception of the General Manager, Directors shall not be paid remuneration. The President shall receive an annual honorarium as recommended by the Board of Directors to the Council at the First Council Meeting each year.
- (iv) No more than two (2) Directors shall be members of any one (1) District or League Association at any one time.
- (v) Nominations for the position of Director signed by two (2) Ordinary Members and with the written consent of the nominee, shall be lodged with the Returning Officer not later than January 31 each year.
- (vi) Individuals nominating for the position of Director shall be required to complete a Director's experience and qualification form and at the time of nomination shall provide written consent to their willingness to accept the range of legal responsibilities imposed on the position of a company director.
- (vii) Directors are ineligible to act as a Council delegate while holding office as a Director
- (viii) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director –
 - (a) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

- (b) Resigns office by notice in writing to the company;
- (c) Is absent without consent of the Directors from meetings of the Directors for three (3) consecutive meetings;
- (d) Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of interest as required by Corporations Law.

MOTION PUT

CARRIED (F:76 A:7)

4.5 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS shall be amended to include the following new clause in its entirety and with the new clause/wording inserted as clause 6.8 and all clause references being inserted as appropriate:

6. BOARD OF DIRECTORS

6.8 MEETINGS

- (i) The Board will meet at least eight times throughout the year.
- (ii) The Directors will meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (iii) A record of submissions and papers, together with minutes of the meetings will be maintained by the Company Secretary and held by the General Manager at the registered office of the Association. Agendas for and minutes of meetings will be sent to all Directors
- (iv) Any dissenting Director shall be entitled to have the opinion of that Director recorded in the minutes.
- (v) At a meeting of Directors the number of Directors who presence, either in person, or if resident in excess of one hundred and fifty (150) kilometres from the venue designated for the meeting, by telephone and/or video conference, is necessary to constitute a quorum is five (5) with no more than two (2) Directors participating in any one meeting by means or telephone and/or video conference facilities.
Notwithstanding the above, Directors resident in excess of one hundred and fifty (150) kilometres from the venue designated for meetings, must attend in person a minimum of one-third of all scheduled meetings.
- (vi) Representatives of external auditors and the Association's management staff will be requested to attend and report at meetings of the Board as appropriate
- (vii) The Board may also request individuals with specialist knowledge or experience in the operations of the

- Association to attend meetings for the purpose of developing the Association's Strategic Plan
- (viii) Each Board member shall produce a written report to be tabled at meetings of the Board outlining their activities, including the status of their strategic activities and appointed roles.

Discussion:

- M. Murphy (Director State Administration) – in view of previous voting outcomes, reference to Company Secretary is deleted and Director State Administration remains applicable

MOTION PUT

CARRIED (F:83 A:3)

4.6 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS shall be amended to include the following new clause in its entirety and with the new clause/wording inserted as clause 6.9 and all clause references being inserted as appropriate:

6.9 DELEGATED AUTHORITY TO THE GENERAL MANAGER

The Board of Directors shall delegate the following responsibilities to the General Manager:

- (i) Be responsible for all employment matters including the Association's structure, terms and conditions of employment for all employees and all industrial issues as may arise from time to time
- (ii) Financial responsibility to a limit as determined by the first meeting of the Board of Directors following the Annual General Meeting each year
- (iii) Enter into contractual arrangements in accordance with delegated authority.
- (iv) Be liaison with District/League Associations in matters pertaining to Incorporation and Affiliation/membership. Present to the Board all applications for Affiliation/membership.
- (v) Any powers so conferred or delegated may be concurrent with, or be to the exclusion of, the powers of Directors. The Directors may at any time withdraw or vary any of the powers conferred or delegated to the General Manager

Discussion:

- Campbelltown – question clause (v) as is duplicated in duties of General Manager
- M. Murphy (Director State Administration) – will delete as a subclause in this clause and include in general overview

MOTION PUT

CARRIED (F:91 A:0)

4.7 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS shall be amended to include the following new

clause in its entirety and with the new clause/wording inserted as clause 6.10 and all clause references being inserted as appropriate:

6.10 INTERNAL BOARD APPOINTMENTS

The Board of Directors shall make the following appointments at the first Board meeting following the Annual General Meeting each year.

- (i) Audit & Risk Committee – President (Convenor), General Manager and Corporate Services Manager plus two (2) other Directors appointed
- (ii) Designate a Director as the Netball Australia Delegate (second delegate)
- (iii) Appoint a Director to carry out the duties of Company Secretary as defined under Clause 10.
- (iv) Designate a Director to act as Chairperson for all meetings of the Association in the absence of the President
- (v) Designate a Director as non-voting Convenor of the Association's Discipline Panel
- (vi) Designate a Director as non-voting Convenor of the Association's Appeals Panel
- (vii) Appointments Panel(s) for the appointment of all positions as required
- (viii) Hall of Fame Panel – as per policy
- (ix) Umpires Operating Panel – 6 members
- (x) Coaching Operating Panel – 6 members
- (xi) UEMC Representative
- (xii) Three (3) independent members to the Association's Appeals Panel, one of who shall be appointed from the Association's legal panel
- (xiii) Three (3) independent members to the Association's Discipline Panel, one of who shall be appointed from the Association's legal panel
- (xiv) Director as Delegate and one other non Director Delegate to NSW Olympic Council
- (xv) Director as Delegate and one other non Director Delegate to NSW Commonwealth Games Association
- (xvi) Director as Delegate and one other non Director as Delegate to NSW Sports Federation

Discussion:

- M. Murphy (Director State Administration) – in view of previous decisions made, sub clauses (ii), (iii) and (iv) above are withdrawn, however reference to Audit & Risk Committee as sub committee of the Board shall remain
- Baulkham Hills – why do we need Audit & Risk Committee when we are retaining Finance Committee?
 - W. Archer (President) – there is no cross over between the defined duties of the Finance Committee and the role outlined for the Audit & Risk Committee
 - Sutherland – The appointment of the Appeals and Discipline Panels is different from current process
 - M. Melhuish (Life Member) – why do we need to change the Appeals Panel?

- M. Murphy (Director State Administration) – the appointment of the Appeals Panel allows for greater transparency and does not discount current elected members being appointed based on knowledge and experience.
- Illawarra – request secret ballot
- Newcastle – believe this motion centralizes power with the Board and Board appointments should be restricted to just the UOP and COP as is currently done
- W. Archer – appointment process is an open and transparent process with appointments made from EOI's which seek appropriate expertise for each position appointed

MOTION PUT

LOST (F:42 A:51)

4.8 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS d) Duties of Directors (a) President shall: shall be deleted in its entirety and the following new clause/wording inserted as clause 6. d) (a) and all clause references being inserted as appropriate:

- (a) **The role of the President is to:**
- (i) provide leadership to the Board in respect of all of its functions and preside at all meetings of the Association and direct where necessary
 - (ii) be the liaison with the General Manager on matters pertaining to the overall general management of the Association
 - (iii) ensure that the Board meets regularly and that accurate records of all Board meetings are kept and distributed to all Directors
 - (iv) represent the Association in all public communications
 - (v) ensure that all Directors understand the role of the Board and their own responsibilities as a Director
 - (vi) by virtue of being elected to the position of President, be appointed to the following positions:
 - (a) Delegate to Netball Australia Council
 - (b) Convenor of the NNSW Appointments Panel for all appointments made for and on behalf of the Association
 - (c) Convenor of the Audit & Risk Committee

MOTION PUT

CARRIED (F:87 A:2)

4.9 **MOVED** and **SECONDED** the Board of Directors that Clause 6. BOARD OF DIRECTORS d) Duties of Directors (c) Director State Administration shall: shall be deleted in its entirety and the following new clause/wording inserted as clause 6. d) (c) and all clause references being inserted as appropriate:

- (c) **The role of the Director State Administration is to:**
- (i) ensure all elections, be they postal or conducted in person at a meeting of the Board or Council, is conducted in line with the Association's voting policies and procedures, and where

- required, engage an independent body to conduct the Association's elections using a postal voting system
- (ii) provide for the safe custody of the company seal, which shall only be used by authority of the Board previously given and in the presence of two (2) Directors at least who shall sign every instrument to which such seal is affixed and every such instrument to which the seal is affixed shall be countersigned by the Company Secretary.
- (iii) record the appointment and identification details of Directors, and their resignations, and ensure reporting of such details to ASIC as required
- (iv) record declarations of interest or conflicts of interests made by Directors to a Director's meeting
- (v) ensure that all affiliated District Associations have presented to the Association a current copy of their Constitution and By-Laws as in force at that District Association at the time of annual affiliation.
- (vi) prepare the Board of Directors Report for presentation to meetings of Council and be responsible for correspondence and the issue of notices as required
- (vii) ensure a record is maintained at the registered office of the Association of all proceedings of meetings and that a copy of Minutes of all meetings are distributed to members of the Board within seven (7) days of the meeting
- (viii) ensure the recording and forwarding of a copy of Minutes of Council, Annual General and Special Meetings and forward same to the office of New South Wales Netball Association for distribution to the Secretary of each District and League Associations, all Association delegates, the Convenors of sub-committees and Life Members within fourteen (14) days of the meeting
- (ix) be responsible for the updating and maintaining of the Constitution of the Association in line with resolutions passed by Council
- (x) ensure an accurate historical record of the Association is maintained

MOTION PUT

CARRIED (F:87 A:0)

4.10 MOVED and SECONDED the Board of Directors that Clause 6. BOARD OF DIRECTORS d) Duties of Directors (h) General Manager: shall be deleted in its entirety and the following new clause/wording inserted as clause 6. d) (c) and all clause references being inserted as appropriate:

(h) The General Manager:

- (i) shall be appointed as a non voting full time director and subject to the terms of any agreement entered into in a particular case, receive such remuneration (whether by way of salary,

commission or participation in profits or partly in one way and partly in another) as the directors determine, but not by way of a receipt of a commission related to turnover nor by reference to remuneration expressed as a percentage of turnover.

- (ii) shall not represent any district or League Association and shall not be an official of any district or league association while employed by the Association.
- (iii) shall not be present during a deliberation of the Board in respect to the appointment of the General Manager or take part in the making of a decision with respect to such an appointment and/or remuneration of the General Manager.
- (iv) shall maintain a register of Council and Proxy Delegates' names and addresses
- (v) shall be responsible for attendance sheets at Council meetings and ensuring that delegates to Council are current Netball NSW members

Discussion:

- Campbelltown – numbering needs reviewing in light of changes
 - M. Murphy (Director State Administration) – all numbering will be reviewed and corrected in line with motions passed

MOTION PUT

CARRIED (F:86 A:2)

- 5.1 MOVED and SECONDED** the Board of Directors that Clause 7. APPOINTMENTS PANEL, (b) and (c) be deleted in their entirety and the clause be re-numbered accordingly as shown below:

7. APPOINTMENTS PANEL

- (a) An Appointments Panel consisting of the President as Convenor and a minimum two (2) other persons with appropriate expertise (appointed by the Board of Directors) shall consider applications as appropriate for all Netball NSW positions.
- (b) The Appointments Panel may also invite each duly appointed Coach to participate as a non-voting member of the Appointments Panel for the appointment of the Assistant Coach and Team Manager for that particular team.

MOTION PUT

CARRIED (F:84 A:0)

- 6.1 MOVED and SECONDED** the Board of Directors that Clause 8. APPOINTED PANELS/POSITIONS be amended with specific clauses deleted in their entirety and to include all Appointed Panels, their structure and duties and the clause be re-numbered accordingly as shown below:

8. APPOINTED PANELS/POSITIONS

The following Panels shall be appointed as required in each year.

Deleted: the Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon the General Manager any of the powers exercisable by them.¶

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Deleted: shall not be a member of Council, but shall be a member of the Finance Committee and Chairperson of all National Netball League Team(s) Strategic and Planning Committee (s)¶

Deleted: <#>any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.¶ <#>the Directors may at any time withdraw or vary any of the powers conferred on the General Manager. . ¶

Deleted: No person shall be appointed to more than one Coach/Manager/Assistant Coach position per year for State or National League teams.¶

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Deleted: The Appointments Panel shall also rank the unsuccessful applications for the position of Team Manager with the first ranked manager taking the role if required for any State Party. If unavailable for the period required, the second ranked applicant is then to take on the Manager position for that team.¶

Deleted: Separate rankings shall be made for Proxy Manager for the National League Team(s), the ranked position applying equally to either or both team(s).¶

a)	<u>Appeals Panel</u>	Four (4) Members to be appointed by the Board of Directors, one of whom shall be a Director appointed as the non-voting Convenor and one other of whom shall be appointed from the Association's legal panel	
b)	<u>Coaches Operating Panel</u>	Six (6) members to be appointed by the Appointments Panel with current national coaching accreditation <u>Game Development</u> Manager, Player Development Officer to be appointed as members Convenor to be <u>Game Development</u> Manager	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: a</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services</div> <div style="border: 1px solid black; padding: 2px;">Deleted: Technical Services</div>
c)	<u>Discipline Panel</u>	Four (4) Members to be appointed by the Board of Directors, one of whom shall be a Director appointed as the non-voting Convenor and one other of whom shall be appointed from the Association's legal panel	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: b</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted:)</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Disciplinary Panel</div> <div style="border: 1px solid black; padding: 2px;">Deleted: The President, Director State Administration and Director Finance to be appointed¶</div>
d)	<u>Hall of Fame Panel</u>	Members to be appointed as per the Hall of Fame Policy as published and updated from time to time	
e)	<u>Selection Panel</u>	Members to be appointed by the Appointments Panel to events and selections as appropriate. <u>Game Development</u> Manager to be appointed as a non-selecting member Convenor to be <u>Game Development</u> Manager	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: d)</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services Strategic Panel</div>
f)	<u>Umpires Operating Panel</u>	Eight (8) members to be appointed by the Appointments Panel with current national umpires accreditation <u>Game Development</u> Manager and Umpires Education Officer to be appointed as members Convenor to be the <u>Game Development</u> Manager	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Two (2) currently accredited National Umpires, two (2) currently accredited Coaches, the NSWIS Head Coach, The UDC Representative, the Netball NSW President and the Director Technical Services shall be appointed as members.¶</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Convenor to be the Director Technical Services¶</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">The Technical Services Manager, Umpires Education Officer and the Player Development Officer shall be appointed as members.¶</div>
g)	<u>The Umpire Management & Education Committee Representative</u> shall:-	(i) be appointed annually by the Board of Directors on submission of nominations <u>(i)</u> be an AA umpire, preferably endorsed.	<div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: e</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: Technical Services</div> <div style="border: 1px solid black; padding: 2px; margin-bottom: 5px;">Deleted: f</div> <div style="border: 1px solid black; padding: 2px;">Formatted: Bullets and Numbering</div>

(ii) be available to the Umpires Operating Committee to provide a communication link between the UMEC and the Committee

(a)

CHANGES TO CLAUSES (a) AND (c) ABOVE ARE WITHDRAWN

MOTION PUT

CARRIED (F:83 A:1)

6.2 **MOVED** and **SECONDED** the Board of Directors that Clause 8. APPOINTED PANELS/POSITIONS (a) Duties of Appointed Panels be amended as follows with the following specific clause deleted in its entirety and the clauses be re-numbered accordingly:

(i) (a) **Duties of Appointed Panels**

MOTION WITHDRAWN

7.1 **MOVED** and **SECONDED** the Board of Directors that Clause 9. SUB COMMITTEES be amended with the Appeals Committee, Finance Committee, Sports Marketing Committee deleted in their entirety and to include the Historical Committee as a standing Committee with duties as detailed for all sub-committees and the clauses be re-numbered accordingly as shown below:

9. SUB COMMITTEES

- (a) The following standing sub committees shall be elected at the First Council Meeting each year.
- (i) **Anne Clark Service Award Committee** shall consist of:
 - (a) Five (5) members to be elected
 - (b) Convenor to be elected by members

- (ii) **Championship & Competitions Committee** shall consist of:
 - (a) Six (6) members to be elected
 - (b) Convenor to be elected by members
 - (c) Competitions Officer and a representative of the Umpires Operating Committee appointed as members

- (iii) **Historical Committee** shall consist of:
 - (a) Five members to be elected
 - (a) Convenor to be elected by members

- (iv) Members of elected sub committees shall be registered members of a District or League Association excepting where an appointed person is a salaried member of staff

- Deleted: be appointed to (... [5])
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- Deleted: The Committee shall: (... [15])
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- (v) Additional sub committees may be elected thereafter, in accordance with the Constitution.
With the approval of Council, persons other than the elected members may be co-opted to assist with the business of a particular sub committee.
- (vi) Members of the Board are eligible to stand for election to sub committees in accordance with clause
- (vii) The first meeting of each sub committee shall, if possible, be held within fourteen (14) days of its appointment.
- (viii) Sub committees shall submit all recommendations and reports to the Board for approval which will then be submitted to the next meeting of Council for ratification.
- (ix) Directors may attend ex officio any sub committee meeting, but not more than three ex officio members may attend any one meeting.
- (x) Casual committees may be appointed by Council from time to time to fulfil a particular function.
Nominations for any sub committee formed for a specific purpose, for a period of less than twelve (12) months, shall be called from the floor of the meeting, with Council's approval. Qualifications shall be presented before any election is held.
- (xi) Members of sub committees shall not disclose any matters discussed at their meetings until such matters have been presented to the Board.

e) Championships & Competitions Committee shall:

- (i) Consist of six (6) members elected by Council.
- (ii) Convenor to be elected by members
- (iii) Assist with the technical duties at all NSWNA events including any National competition games and international matches held in NSW
- (iv) Undertake the grading of all entries into all championships and competitions in accordance with the Association's grading policy and procedures.
- (v) Perform such other duties as shall be decided by Council from time to time.

Discussion:

- M. Murphy (Director State Administration) – based on previous voting, where committees have not been deleted, shall remain in place unchanged.

MOTION PUT

CARRIED (F:84 A:0)

8.1 MOVED and SECONDED the Board of Directors that Clause 10. FINANCE be amended as shown below:

10. FINANCE

Deleted: 6 (a) iii)

Deleted: e) Appeals Committee shall:¶

Deleted: Consist of three (3) elected members plus two (2) reserves.¶

Deleted: Have two (2) members appointed by the Board of Directors, one of whom shall be a current Director.¶

Deleted: Set all timeframes for lodgement and hearing of all appeals¶

Deleted: Ensure all appeals are lodged within seven (7) days of notification¶

Deleted: Hear and decide all appeals within the bounds of the Constitution and Championship and Competition Rules as (... [42]

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Deleted: Netball League

Deleted: g) Finance Committee shall:¶

Deleted: Assist in the preparation of Annual bu (... [45]

Deleted: Receive monthly reports of income and (... [46]

Deleted: Act as a committee of review to examine variati (... [47]

Deleted: Oversee the preparation of the balance (... [48]

Deleted: Undertake the role of Audit committee and adv (... [49]

Deleted: Undertake any ad hoc assignments requested by (... [50]

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Deleted: Facilitate and monitor the implementation of all (... [53]

Deleted: Assist the Director Sports Marketing to ident (... [54]

Deleted: Assist the Director Sports Marketing with th (... [55]

Deleted: Perform such other duties as shall be decided (... [56]

- (i) Any person or officer receiving money on behalf of the Association shall pay it to the Corporate Services Manager, within seven (7) days of receiving same, together with an accompanying statement.
- (ii) Any proposed increase in fees payable to the Association is to be circulated to district associations, together with a proposed budget, at least fourteen (14) days prior to the meeting at which such fees are to be determined.
- (iii) The Financial Year of the Association shall commence on January 1st and end on December 31st in each year.

Deleted: Director, Finance

Deleted: at the next appropriate meeting,

MOTION PUT

CARRIED (F:88 A:0)

- Hills – Express vote of thanks to the Board for efforts and work done in preparing papers for Council's consideration

1. Motion regarding a change of Auditors effective for 2007 end of financial year audit

MOVED and SECONDED the Board of Directors that BKR Walker Wayland be removed as the company's auditors; and that KPMG of 10 Shelley Street Sydney NSW 2000 be appointed to undertake the audit of the company's financial statements for the year ended 31 December 2007

- M. Murphy (Director State Administration) – in line with Corporations Law requirements, correspondence received from BKR Walker Wayland dated 21 September 2007 regarding Notification of Intention to Remove Auditor – read

Discussion

- Kiama – appointment of KPMG is for the remainder of this year only?
 - W. Archer (President) – Yes – appointment of auditor for next year will be in accordance with constitutional requirements
 - Baulkham Hills – is there anything from the previous audit report that Council should know about?
 - C. Campbell (General Manager) – no – all points raised out of the previous audit have been addressed
- N. Kenny (Life Member) – as Association's previous Treasurer did have Walker Wayland as our auditors and the support they gave us was outstanding; could not speak more highly of them for their past services
 - J. Hahn (Director Finance) – support those comments however, Walker Wayland have changed and they are not the same company as we had in the past
 - M. Dunn (Life Member) – support Nance Kenny's comments; my dealings with Walker Wayland over the years have all been very positive
 - W. Archer (President) – the major consideration for the change in our auditors was the escalating costs of Walker Wayland, which we have tried to discuss with them with no success
 - N. Matthews (Life Member) – what is the cost in 2007 for audit/accounting fees?

- J. Hahn (Director Finance) – if we refer to the Finance Report, KPMG are quoting \$15,000 for this year's end of year audit. BKR Walker Wayland have charged us \$25,000 + for last two years – market tells us that \$15,000 is more appropriate cost

MOTION PUT

CARRIED (F:88 A:0)

The President declared the meeting closed at 12.55pm

Page 8: [1] Deleted	michele murphy	8/31/2007 8:24:00 PM
<p>Nominations for election for all Board positions to be elected at the Annual General Meeting shall be submitted on the approved form, signed by two (2) Ordinary members and with the written consent of the nominee and lodged with the Returning Officer by January 31.</p> <p>Individuals nominating for the position of Director shall be required to complete a Director's experience and qualification form as well as a Director's Disclosure form and at the time of nomination shall provide written consent to their willingness to accept the range of legal responsibilities imposed on the position of a company director.</p> <p>If on that date no nominations have been received for any position or insufficient nominations have been received for any sub-committee, the Returning Officer shall call for further nominations to fill the positions not nominated for.</p>		
Page 8: [2] Deleted	michele murphy	8/20/2007 7:28:00 PM
<p>In the event of a position or a sub-committee not being filled by the closing date, late nominations, in writing to fill such vacancy/ies shall be accepted up to fourteen (14) days prior to the appropriate meeting and voted upon at that meeting.</p>		
Page 8: [3] Deleted	michele murphy	8/31/2007 8:24:00 PM
<p>Nomination of a Life Member of the Association for any position or sub-committee must be signed by any two Ordinary members and shall have the written consent of the nominee. Approval of the nomination by a District or League Association shall not be required.</p>		
Page 8: [4] Deleted	michele murphy	8/31/2007 8:24:00 PM
<p>If a position or sub-committee is not filled at the meeting at which the elections are held, notice calling for nominations to fill the vacancy shall be given in the minutes of that meeting.</p> <p>Nominations to fill such vacancy shall be accepted up to the closing date for formal business for the next appropriate meeting.</p> <p>Qualifications must accompany nominations and remain current for the year concerned</p>		
Page 22: [5] Deleted	michele murphy	8/20/2007 7:58:00 PM
<p>be appointed to the Technical Services Strategic Panel for the development of umpires within the State.</p>		
Page 22: [6] Deleted	michele murphy	8/20/2007 7:34:00 PM
<p>to identify promotional, sponsorship and marketing opportunities to increase the profile and awareness amongst the general public to increase revenue opportunities</p>		
Page 22: [7] Deleted	michele murphy	8/20/2007 7:34:00 PM
<p>to identify opportunities for professional development, recruitment and retention of players.</p>		
Page 22: [8] Change	michele murphy	8/20/2007 7:24:00 PM
<p>Formatted Bullets and Numbering</p>		
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<p>(g) National Netball League Teams(s) Strategic and Planning</p>		
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Committee

Where NSW Netball Association has a team or teams participating in any National Netball League competition, each team shall have a Team Strategic and Planning Committee in place. Persons appointed to such Team Strategic and Planning Committee shall assume office as at 1 October and shall hold office for a two year period until the conclusion of the second year's national competition.

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to monitor the outcomes of the Business and Marketing Plan

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The purpose of the Committee shall be:-

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to establish an Annual Business and Marketing Plan along with an Annual Budget for the team, to be submitted to the Board of Directors by 1 November annually

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to monitor and manage the team's annual budget to ensure all ongoing operations are carried out within the approved budget

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consist of the General Manager, appointed as Chairperson, three (3) independent persons, all of who shall be appointed by the Board of Directors upon written application, the Director State Administration appointed as the Board Representative, and the appointed Team Manager. The Team Administrator will perform the administrative duties of and for the Committee.

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be able to co-opt persons of appropriate expertise when needed to assist in specific aspects of the team's strategic development and planning ; eg. Marketing, promotions.

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meet on a regular basis and to submit minutes of such meetings to the Board of Directors within fourteen (14) days

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within sixty (60) days of the completion of the competition submit to the Board of Directors an Annual report on the team's strategic performance on and off the court.

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(b) **Technical Services Strategic Panel** shall:

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Be appointed on application by the Appointments Panel

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Make recommendations to the Board of Directors for the development of participation, umpire and coach

development according to the Netball NSW Strategic Plan

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Formulate long term plans to increase participation in netball across all age groups at all levels		
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Identify development initiatives and programs that can be implemented by Netball NSW to support affiliated District and League Associations.		
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To improve club management infrastructure, products and services at all levels of netball to ensure quality participation opportunities and sustainability of programs		
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Identify potential elite coaches and umpires and where possible fast track them through Netball NSW Coaching and Umpiring Pathways		
Recommend and report to the Board of Directors on matters relating to netball development, coaching and umpiring development at all levels.		
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Appeals Committee shall consist of:		
(a) Three (3) members elected		
(b) The Vice President appointed		
(c) One (1) person appointed by the Board of Directors		
(d) Convenor to be elected by members		
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Board Director with responsibility for Championships & Competitions appointed a member		
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Marketing & Events Manager, Director State Administration		
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(d) Convenor to be the elected Board Member		
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Finance Committee shall consist of:		
(a) Three (3) members to be elected		
(b) General Manager, Finance Manager and Director Finance appointed as members		
(c) Convenor to be elected Board Director		
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Sports Marketing Committee shall consist of:		
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Five (5) members to be elected		

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Board Director with responsibility for Sports Marketing appointed as member		
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Marketing & Events Manager and Marketing & PR Officer appointed as members		
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Convenor to be elected Board Member		
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an invited independent person or		
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Hear and decide all appeals within the bounds of the Constitution and Championship and Competition Rules as may be in force at such time.		
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the Director, Championships & Competitions, who shall be the Convener, the Director State Administration and		
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Assist the Director, Championships & Competitions to carry out their duties.		
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Assist in the preparation of Annual budgets, recommend to the General Manager submission of all budgets, estimate and forecasts to the Board of Directors		
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Receive monthly reports of income and expenditure. Recommend applications for ad hoc expenditure. Examine and recommend applications for variation to approved annual budgets. Recommend any deviation from original budget estimates to the General Manager.		
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Act as a committee of review to examine variations to income and expenditure.		
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Oversee the preparation of the balance sheet for the Board for submission to Council		
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Undertake the role of Audit committee and advise the Board direct of any significant issues that may require action by a Director in accordance with their responsibilities under the Corporation Law.		
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Undertake any ad hoc assignments requested by Council, the Board of Directors or the General Manager.		

h) Sports Marketing shall:

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Consist of the Director Sports Marketing who shall be the Convenor, five (5) elected members appointed as members.		
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Assist the Director Sports Marketing to identify opportunities and prepare marketing plans for the Association to achieve maximum exposure and growth.		
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Facilitate and monitor the implementation of all marketing strategies within the Association.		
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Assist the Director Sports Marketing to identify opportunities and prepare strategies to attract volunteers to our Association at a District level and liaise with District Associations to prepare and implement strategies to retain and train volunteers at all levels of the Association		
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Assist the Director Sports Marketing with the co-ordination of the Netball NSW Volunteer Recognition Program		
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Perform such other duties as shall be decided by Council from time to time.		