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

Held on Saturday 3 November 2012
at Dooley's Club, John Street, Lidcombe

Present:

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

Delegates:

K. McMahon (Armidale)	J. Gates (Armidale)
D. Howard (Bankstown)	S. McDonald (Bankstown)
J. Pike (Baulkham Hills)	M. O'Callaghan (Baulkham Hills)
S. Marks (Blacktown)	K. Booth (Blacktown)
D. Thrift (Blue Mountains)	M. Burke (Brunswick Byron)
K. Thomas (Camden)	K. Williams (Camden)
S. Connolly (Campbelltown)	E. Riley (Cessnock)
D. Pascoe (Charlestown)	M. Harrison (Charlestown)
S. Dawes (City of Sydney)	J. Occhiuto (City of Sydney)
V. McDowell (Coffs Harbour)	N. Wilson (Coffs Harbour)
J. Watt (Eastwood Ryde)	D. Bills (Eastwood Ryde)
L. Simpson (Gosford)	S. Mitchell (Gosford)
J. Webster (Grafton)	J. Small (Gunnedah)
T. Sutcliffe (Gunnedah)	K. Austin (Hastings Valley)
T. Chalk (Hawkesbury)	V. Bertenshaw (Hawkesbury)
J. Thompson (Hills)	S. Cross (Hills)
D. Elvy (Illawarra)	C. Lear (Illawarra)
L. Blackmore (Inner West)	A. Hobbs (Inner West)
J. Perry (Kuringai)	A. Margalit (Kuringai)
J. Troy (Lismore)	B. Dew (Lismore)
E. Lawler (Liverpool)	K. Whiteley (Liverpool)
T. Kane (Lower Clarence)	D. Hobson (Lower Clarence)
K. Lambley (Macleay)	E. Brown (Macleay)
J. Fullford (Maitland)	B. Bird (Maitland)
H. Dean (Manly)	D. Phillipson (Manly)
B. Lee (Mt Druitt)	C. O'Donnell (Mt Druitt)
A. Saunders OAM (Newcastle)	E. Monaghan (Newcastle)
J. Gage (Northern Suburbs)	T. Field (Northern Suburbs)
P. Wilson (Orange)	L. Welfare (Parramatta/Auburn)
S. Gardiner (Parramatta/Auburn)	J. Gillett OAM (Penrith)
C. Ormerod (Penrith)	D. Breust (Queanbeyan)
M. Kelly (Randwick)	C. Hicks (Randwick)
R. Stephenson (Sapphire Coast)	M. Caddies (Singleton)
H. Andrews (St. George)	L. Mina (St. George)
M. Bettini (Sutherland)	V. Morris (Sutherland)
D. Lockwood (Tamworth)	K. Sweeny (Tamworth)
M. Allen (Westlakes)	M. Chilvers (Westlakes)
E. Hamilton (Woy Woy)	M. Thoms (Woy Woy)

F. Passmore (Wyong)

C. Baiton (Young)

Life Members: M. Corbett
M. Boyle OAM

A. Doring OAM
Y. Richardson

Observers: J. Jamieson (Tamworth)
C. Davies (Maitland)
G. Byrne (Campbelltown)
F. Reynolds (Randwick)
J. Kavanagh (Armidale)

S. Luhr (Camden)
S. Wilson (Orange)
H. Randall (Charlestown)
S. Fitzgerald (Lakeside)

The President declared the meeting open at 9.10am

a) Apologies

L. Quinn OAM (Life Member)	A. Shutt (Life Member)
G. Urquhart (Nelson Bay)	A. Sargent (Life Member)
K. Fullagar (Life Member)	M. Archer (Port Stephens)
L. Bonnet (Taree)	C. Miles (Wyong)
P. Fitzpatrick (Gosford)	J. Bazley (Camden)

MOVED Grafton seconded Sutherland that apologies be accepted

CARRIED

b) Notice of Motion

W. Archer (President) noted that the July council meeting has twice failed to reach a quorum and that, to efficiently facilitate Associations' input, a series of Strategic Forums is recommended, which necessitates proposed changes to the Constitution, Items 1 and 2 below

1. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.11 General Meetings (a) be amended as follows:

14.11 General Meetings

(a) The Directors shall convene and cause to be held, at least ~~two~~^{three} General Meetings of the Council in each calendar year the final meeting of each calendar year to be held no later than November each year.

MOTION PUT

CARRIED (F: 86 A: 0)

2. **MOVED** the Board of Directors and seconded by the Board of Directors that the following Clause be inserted:

Clause 14.16 Strategic Forums

The Board of Directors will, when appropriate, hold strategic forums each year that are relevant to Regions 1-8.

The following persons shall be invited to attend the strategic forums of the Company:

- 14.16 (i) Strategic Forum – Regions 2-8
 - (a) two representatives from each Region; representatives are to be determined by the Region they are to represent;
 - (b) the Directors; and
 - (c) such other persons the Board considers should be invited.

- 14.16(ii) Strategic Forum – Region 1
- (a) District Association President and one other representative from each District or alternatively two representatives from each District who should be Executive Committee members;
 - (b) the Directors; and
 - (c) such other persons the Board considers should be invited.
- 14.16 (iii) Strategic Forum – District Presidents
- (a) each District Association President where substitution is not permitted;
 - (b) the Directors; and
 - (c) such other persons the Board considers should be invited.
- Young 14.16 (ii) – exclusive not inclusive, no mention of Life Members contributing. Many delegates present at today’s Council would not be able to attend as they are not invited. Believes that all members who contribute to the Association should be able to attend Council meetings
 - W. Archer: Life Members can attend, under 14.16(ii) (c).
 - Newcastle – agree with comments made by Young. Believe the forums to not be decision making events, just discussion forums. Is region 1 treated differently from regions 2 – 8?
14.16.(iii) Presidents Forum – why is it only presidents in Region 1 may be substituted? If 14.16.(iii) is to go through it should be not restricted to Presidents but allow for substitutes if Presidents are ill or otherwise unavailable. All regions across NSW should be treated with equity.
 - W Archer: At the strategic forum it was a decision of the Forum that District 1 be treated differently. Needed to be a practical consideration of attending meetings. Netball NSW pays for people from regions 2 – 8 to attend strategic forums.
 - Manly - 14.16(iii) is very restrictive – each District should have at least 2 people attending. Prefer not to see 14.16.3 accepted unless 2 representatives are permitted to attend.
 - Sapphire Coast - Delegate spoke at length with President of Sapphire Coast who feels that due to lack of time and volunteers they don’t have the time to travel to meetings.
 - Eastwood/Ryde - Agree that Life Members should be able to attend Strategic Forums: 14.16.(i) and (ii). Re 14.16(iii) a District Association’s President cannot attend then a Vice President or other District executive should be able to substitute. Forums work because they are smaller.
 - Sutherland - Reinforce Eastwood/Ryde’s comment. Because only 1 person from each district at the forum, it makes members network better with other Districts. Forum works well because it is small.
 - City of Sydney - Agree with Sutherland and Eastwood/Ryde - Successful Presidents forum; agree re substitution of President by another member of executive.

MOTION PUT

LOST (F:10 A:69)

W. Archer (President) stated that the Board would take the comments on board

3. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 15.2 Director Positions be amended as follows:

Clause 15.2 Director Positions

- (a) The Board will consist of:

(2) Six Directors, ~~one of whom shall be appointed by the Board as the Company Secretary~~

- Newcastle – Will the Company Secretary be a paid employee? If so, then it should be made clear in the proposed motion
 - W Archer: It could be a paid employee but that situation could change from year to year, depending if there is someone sitting inside the room to do the role.
- Sutherland - If the Company Secretary is not a director, will they have a vote and will they attend Board meetings?
 - W Archer – Company Secretary would not have a vote unless they were also a Director. They would attend Board meetings. The Board can have non-voting board members, ie. The CEO is a non-voting board member.
 - M. Murphy (Director) - Constitution does not allow for any other person to vote at board meetings – a company secretary who is not director, cannot ever have a vote.
- Cessnock - Great to have separate Company Secretary in line with common practise of similar groups.
- City of Sydney – Need to consider the potentially high cost of an external professional.
 - W Archer – Cost is generally not high to a not-for-profit organisation. Don't envisage at present that the Board will appoint an external professional, that is not the intent. It may, potentially, happen in future.

MOTION PUT

CARRIED

Voting power is 89 and requirement is for 75% to pass, so using show of hands, FOR: 66 votes and AGAINST: 12, the motion carried.

- Newcastle - Having had the motion carried, can Council be assured that if the Board decides to appoint an external Secretary that that decision will come back to Council for its consideration. Netball NSW staff already have heavy workload and would they need to put aside other roles in order to take on role of Secretary?
 - W Archer – it is not role of State Secretary, it is role of Company Secretary. Not an onerous role for a suitably qualified senior manager to do this task. Board is very aware of budget restraints and is very careful in its use of members' funds.
- Gosford - Don't disagree with Newcastle's comment – but if Netball NSW needs to pay a person to fulfil the role, then it should go ahead and do it.
- Sutherland – seek clarification of the numbers voting on this motion, does it include all votes?
 - W Archer: clarified that counting "Present and voting" the total against was 19. Motion still meets the requisite 75% rule and is therefore still carried.

4. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 15.1 Responsibilities and duties of Directors be amended as follows:

Add new

(f) The Board shall appoint the Company Secretary.

Following Clauses to be renumbered appropriately.

MOTION PUT

CARRIED (F: 81 A: 2)

5. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 15.5 Procedure for election of Directors be amended as follows:

15.5 Procedure for election of Directors

- (a) The Returning Officer must, by 28 days written Notice, advise Members of an election of Directors to be held with such elections to be held in accordance with the Election and Postal Voting Policy.
- (b) Election of Directors shall be by postal vote conducted by the returning Officer as per the Election and Postal Voting Policy with the results announced by the Returning Officer at the Annual General Meeting each year.
- (c) Directors will be elected on an alternating basis.
- (d) The President, and three Directors will be elected one year and three Directors will be elected the next year.
- ~~(e) At the Annual General Meeting in the year following the adoption of this Constitution, the President and six Directors shall be elected.~~
- ~~(f) The first three Directors elected based on votes cast in favour of each Director shall be appointed for a two year period. The next three Directors elected based on votes cast in favour of each Director shall be appointed for a one year period.~~
- ~~(g)~~(e) With the exception of the Chief Executive Officer and in accordance with clause 15.5(b), all Directors elected by the Members of the Company will hold office for a term of two years. A Director is eligible for re-election on expiration of that Director's term of office.

MOTION PUT

CARRIED

The President declared the meeting closed at 9.46 am