

NEW SOUTH WALES NETBALL ASSOCIATION

Minutes of the Extra Ordinary Council Meeting held on Saturday 8 March 2008 at Dooleys Club, John Street, Lidcombe

Present

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

Delegates:

K McMahon (Armidale)	J. Gates (Armidale)
M. Leonard (Bankstown)	D. Howard (Bankstown)
K. Mellenbergh (Bathurst)	C. Murphy (Baulkham Hills)
C. Aird (Baulkham Hills)	S. Marks (Blacktown)
K. Booth (Blacktown)	D. Thrift (Blue Mountains)
E. Konza (Blue Mountains)	K. Thomas (Camden)
S. Connolly (Campbelltown)	D. Pascoe (Charlestown)
R. Richards (Charlestown)	S. Dawes (City of Sydney)
H. Atzemis (City of Sydney)	C. Ormerod (Cowra)
S. Watson (Cowra)	A. Doring (Eastwood Ryde)
C. Mulvey (Fairfield)	J. Occhiuto (Fairfield)
H. Eadie (Gosford)	J. Brook (Gosford)
J. Webster (Grafton)	T. Cooper (Gunnedah)
J. Small (Gunnedah)	K. Austin (Hastings Valley)
T. Chalk-Cullen (Hawkesbury)	V. Bertenshaw (Hawkesbury)
L. Burgess (Hills)	V. Curren (Illawarra)
C. Lear (Illawarra)	C. Hamilton (Inner West)
K. Halcrow (Inner West)	V. Bruncker (Kiama)
J. Godfrey (Kiama)	B. Pope (Kuring-gai)
G. Corderoy (Kuring-gai)	S. Fitzgerald (Lakeside)
L. Bowne (Lakeside)	L. Bonnett (Lismore)
B. Dew (Lismore)	M. Cameron (Lithgow)
E. Lawler (Liverpool)	K. Whiteley (Liverpool)
E. Brown (Macleay)	L. Taylor (Maitland)
H. Dean (Manly)	M. Hauser (Manly)
Y. Richardson (Mt. Druitt)	J. Van der Vilet (Narrabri)
K. Ryan (Narrabri)	A. Shutt (Nelson Bay)
A. Saunders (Newcastle)	E. Monaghan (Newcastle)
J. Gage (Northern Subs)	P. Wilson (Orange)
S. Wilson (Orange)	M. Hoad (Parkes)
L. Welfare (Parramatta/Auburn)	K. Higgins (Parramatta/Auburn)
J. Gillette (Penrith)	B. Olsen (Penrith)
M. Archer (Port Stephens)	A. Moylan (Port Stephens)
D. Breust (Queanbeyan)	C. Hicks (Randwick)
M. Kelly (Randwick)	R. Stephenson (Sapphire Coast)
S. Mitchell (Shoalhaven)	M. Holmes (Shoalhaven)
M. Caddies (Singleton)	H. Andrews (St. George)
T. Willetts (St. George)	R. Atkin (Sutherland)
S. Way (Sutherland)	D. Lockwood (Tamworth)
B. Dunn (Tamworth)	G. Moylan (West Wyalong)
J. Jarman (Westlakes)	C. Cairns (Westlakes)
M. Thoms (Woy Woy)	S. Bailey (Woy Woy)

F. Passmore (Wyong)
C. Baiton (Young)

C. Miles (Wyong)

Life Members: M. Dunn OAM
P. Weston OAM
N. Matthews OAM

N. Kenny OAM
M. Melhuish OAM
K. Fullagar

Observers: G. Urquhart (Newcastle)
D. Clark (Gunnedah)
L. Simpson (Gosford)
J. Halcrow (Campbelltown)

E. Hamilton (Woy Woy)
N. Marshall (Camden)
H. Miles (Hastings Valley)

Staff Members: J. Simpson (Umpires Education Officer)
R. Frazer (Coach Education)

Returning Officer: Les Turner

The President declared the meeting open at 9.10am

Apologies: R. Bracken (Camden) O. Brown (Macleay)
B. Bird (Maitland) C. O'Donnell (Mt. Duit)
H. Herbert (Lismore) J. Marsham (Eastwood Ryde)
J. Peare (Hawkesbury)

MOVED Port Stephens seconded Hawkesbury that apologies be accepted
CARRIED

AGENDA ITEMS

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

A. MOVED and SECONDED the Board of Directors that Clause 5. The Council g) Nominations, be changed as shown:

g) Nominations

- (i) 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.
- (ii) 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~~ 5.00pm on the last business day in January each year.
- (iii) 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~~ 5.00pm on the last business day in January each year.
- 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.
- ~~(iv)~~ Nominations shall be forwarded either in an envelope marked for the attention of the Returning Officer, NSWNA Limited, to the Registered Office of the Association, marked with the closing date, or by fax or electronic format, in either case an original signature must be clearly visible on the nomination form.
- ~~(v)~~ 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.
- ~~(iv)~~ (vi) 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.
- ~~(v)~~ (vii) 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. Nominations to fill such vacancy shall be accepted up to the closing date for formal business for the next appropriate meeting.
- ~~(vi)~~ (viii) Qualifications must accompany nominations and remain current for the year concerned

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MOTION PUT

CARRIED (F:97 A:0)

B. **MOVED and SECONDED the Board of Directors that Clause 5. The Council h) Returning Officer shall, be changed as shown:**

- h) Returning Officer Shall:**
- (i) Be appointed at the Annual General Meeting.
- (ii) Not be a member of Council.
- (iii) Not be eligible to stand for any position on N.S.W.N.A. Limited.
- (iv) 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.~~
- (v) Open and scrutinise all nominations in the presence of two (2) Directors.
- (vi) Circulate those nominations that are in order within the time prescribed.

- (vii) Conduct a draw for positions on the ballot papers in the presence of two (2) Directors.
- (viii) Issue ballot papers to members present and eligible to vote at the meeting at which the elections are to be held.
- (ix) Conduct a ballot at the meeting at which the elections are to be held.
- (x) 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.
- (xi) In the absence of the candidates exercising this right, the Returning Officer shall appoint scrutineers.

MOTION PUT

CARRIED (F:97 A:0)

- C. MOVED and SECONDED the Board of Directors that Clause 6. The Board of Directors, Duties of the Board, be deleted in its entirety and new clauses be inserted as shown and re-numbered appropriately:**

~~a) DUTIES OF THE BOARD~~

~~(i) The Board of Directors shall:~~

- ~~(a) Comply with Clause 5 a) including acting for and on behalf of Council between Meetings of Council.~~
- ~~(b) Consider all reports as presented to the Board by the General Manager and arrange for the presentation to the next meeting of Council.~~
- ~~(c) Receive and consider reports from the Managers of N.S.W. Representative teams.~~
- ~~(d) Consider nominations for Life Membership and make recommendations to Council prior to the Annual General Meeting.~~
- ~~(e) Make recommendations to Council on matters of finance and policy.~~
- ~~(f) Consider all matters pertaining to All Australia Netball Limited and give direction to the relevant Directors attending AANA Council on all such matters.~~
- ~~(g) Ratify nominations for all NSW Representative teams and team appointments.~~
- ~~(h) Prepare all business and strategic development plans for the direction of the Association and in conjunction with the General Manager, ensure the implementation of such plans.~~
- ~~(i) Ensure that staff and all Sub-Committees and appointed Panels of the Association prepare and implement all actions in accordance with the approved strategic development plan.~~
- ~~(j) 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~~

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- ~~(k) Be responsible for the conduct, defense, institution or abandonment of any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association~~
- ~~(l) Oversee the financial operations of the Association including overseeing the preparation of the annual budget of the association.~~
- ~~(m) appoint Delegates to Other Organisations as required~~
- ~~(ii) The first duty of a Director shall be to a N.S.W. meeting/function as opposed to a district or league function.~~
- ~~(iii) No member of the Board shall be chair of more than one (1) sub-committee.~~
- ~~(iv) No member of the Board shall be eligible to be elected to more than one sub-committee in addition to the area of responsibility for which they have been elected.~~
- ~~(v) Each Board member shall produce a written report to be tabled at meetings of the Board outlining their Committee's activities, including minutes of all committee meetings held between meetings of the Board.~~

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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:

- (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 NA 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.

MOVED Newcastle seconded M. Melhuish (Life Member) that we deal with each sub section separately **MOTION LOST (F:29 A:53)**

Discussion:

- Baulkham Hills – how was the wording developed and did we take advise on the wording/clauses?
 - M. Murphy (Director State Administration) – wording used is that as recommended by ASIC and as changes to Corporations Law. Also took legal advise to ensure wording applied to our type of Company being a membership and a Company limited by guarantee.
- Newcastle – questions re clause 6.1 (c) – this allows Board to develop policies without reference to Council and clause 6.2 (iv) – this should be a function of Council – Board will have no restrictions on what they do
 - W. Archer (President) – with reference to both these clauses the Board has been undertaking these roles for the last few years. Policies are adopted and published on the web. All financial arrangements and details are reported to Council through the budget.
 - Newcastle – believe these clauses give the Board too much power
 - W. Archer (President) – can assure you that this Board undertakes a very high level of due diligence in all contractual and financial matters which involve this Association
 - M. Murphy (Director State Administration) – Following November meeting discussions, Board now publishes all motions passed at their Board Meetings on the website available for all to see exactly what actions the Board is taking.
 - Young – believe these motions will allow the Board to also change competition rules without reference to Council as these can be classed as policies.
 - W. Archer (President) – disagree with this interpretation – Championships and Competition rules are just that and are governed by Council
- Sapphire Coast – at the last meeting I thought there was agreement that a working party was to be set up to discuss changes such as this?
 - M. Murphy (Director State Administration) – the concept of a working party was raised by Baulkham Hills during discussions regarding the future of State and State Age – such a working party has been set up and is in place to review submissions which closed on Friday – a report will come to Council re this.
- Newcastle – concerned re clauses 6.2 (vii) and (viii) – can the Board explain these clauses
 - M. Murphy (Director State Administration) – clause 6.2 (vii) refers to any ad hoc committees the Board may set up within itself and does not refer to committees elected or appointed under the Constitution. Clause 6.2 (viii) refers to appointments made by the Board according to the Constitution

MOTION WAS PUT

CARRIED (F:75 A:15)

D. MOVED and SECONDED the Board of Directors that Clause 6. The Board of Directors, d) Director, Finance shall, be changed as shown:

(d) Director, Finance shall:

- (i) have financial experience in netball/business organisations.
- (ii) have such duties as contained in the Corporations Law.
- (iii) liaise with the General Manager and Finance- Corporate Services Manager of the Association in the management of all funds of the Association.
- (iv) liaise with the General Manager and Finance- Corporate Services Manager of the Association to ensure that accurate records of the assets, liabilities and properties of the Association are kept and maintained.
- (v) provide a month end report to the Board of Directors within fourteen (14) days of each month end and ensure that necessary financial records are kept and available to be produced as required.
- (vi) liaise with the General Manager and Finance- Corporate Services Manager of the Association to ensure that all monies payable to the Association are received; that all monies are banked and that accounts passed for payment are paid.
- (vii) be responsible for the annual financial audit of the Association and arrange for the presentation of an audited Balance Sheet as provided for in the Articles of Association.
- ~~(viii) be appointed to the NSW Netball Association Disciplinary Panel~~
~~(ix)(viii)~~ in conjunction with the General Manager, prepare and submit applications for Federal and State Grants for and on behalf of the Association and be liaison with Government departments as required

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CARRIED (F:97 A:0)

E. MOVED and SECONDED the Board of Directors that Clause 8. Appointed Panels/Positions, (ii) Duties of Appointed Panels, (a) Disciplinary Panel shall be changed as shown:

(a) Duties of Appointed Panels

~~(a) Disciplinary Panel shall:~~

- ~~(i) Consist of the President, Director State Administration and Director Finance. The President shall ensure the conduct of any and all disciplinary procedures.~~
- ~~(ii) In the event that any of the above is deemed to have a conflict of interest based on natural justice and therefore inappropriate to sit on a matter or is unavailable, the remaining members may second an appropriate person as a replacement.~~
- ~~(iii) Exercise its delegated authority under Clause 5 of the Constitution.~~

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- ~~(iv) Conduct proceedings in accordance with Annexure 2 of this Constitution.~~
- ~~(v)(i) Investigate any matter referred to it arising from any incident(s) involving players~~

MOTION PUT

CARRIED (F:98 A:0)

The President declared the meeting closed at 9.45am