

Netball NSW Extra Ordinary Council Meeting

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

HELD SATURDAY 4 NOVEMBER 2017
AT BANKSTOWN SPORTS CLUB, 8 GREENFIELD PARADE BANKSTOWN

Present:

Directors: W. Archer AM, M. Baron-Hay, J. Drakos, C. Feldmanis, J. Hahn, R. Havrlant,
C. Murphy, L. Sullivan, R. Watson OAM, C. Campbell (CEO)

Delegates:

J. Kavanagh (Armidale)	J. Hansen (Armidale)
W. Chesterton (Bankstown)	J. Cherry (Bankstown)
L. Cunico (Baulkham Hills)	M. O'Callaghan (Baulkham Hills)
S. Marks (Blacktown)	J. Webster (Blacktown)
J. Walker (Blue Mountains)	A. Yates (Blue Mountains)
M. Burke (Brunswick Byron)	S. Connolly (Campbelltown)
A. Stewart (Campbelltown)	D. Pascoe (Charlestown)
H. Randall (Charlestown)	J. Occhiuto (City of Sydney)
D. Bills (Eastwood Ryde)	J. Watt (Eastwood Ryde)
B. Dew OAM (Fairfield)	C. Baiton (Fairfield)
S. Gribble (Gosford)	J. Dasan (Gosford)
C. Glover (Hastings Valley)	T. Chalk (Hawkesbury)
V. Bertenshaw (Hawkesbury)	J. Thompson (Hills)
L. Burgess OAM (Hills)	M. Harvey (Illawarra)
L. Holmes (Illawarra)	D. Philipson (Inner West)
L. Blackmore (Inner West)	T. Beedles (Kiama)
K. Staggs (Ku-Ring-Gai)	N. Hermann (Ku-Ring-Gai)
J. Webster (Liverpool)	H. Dean (Manly Warringah)
V. De Luca OAM (Mens)	R. Keating (Nelson Bay)
A. Saunders OAM (Newcastle)	E. Monaghan (Newcastle)
G. Paranihi (Northern Suburbs)	M. Cherote (Northern Suburbs)
D. Escreet (Orange)	C. Wilcock (Orange)
M. Shephard (Parramatta Auburn)	J. Gillett OAM (Penrith)
J. Sibbard (Penrith)	M. Kelly (Randwick)
F. Reynolds (Randwick)	W. Klein (Shoalhaven)
K. Rembisz (Shoalhaven)	G. Mayers (Singleton)
E. O'Brien (St George)	H. Andrews (St George)
K. Salter (Sutherland)	S. Way (Sutherland)
D. Cross (Tamworth)	J. Jamieson (Tamworth)
J. Kennewell (Taree)	R. Smith (Taree)
J. Still (Westlakes)	P. Burt (Westlakes)
C. Miles (Wyong)	F. Passmore (Wyong)

Netball NSW Extra Ordinary Council Meeting

Life Members:	L. Quinn OAM N. Matthews OAM	A. Doring OAM
Observers:	S. Lockwood (Tamworth) K. Frost (Armidale) K. Waud (Eastwood Ryde) M. Latham (Eastwood Ryde)	J. Burton (Armidale) R. Ellis (St George) L. Burgess (Hills) E. Brown (Eastwood Ryde)
Returning Officer:	M. Anderson (Company Secretary)	

W. Archer AM, President, declared the meeting open at 9.07am and made acknowledgement of country.

(a) Apologies

Ballina NA	Blayney NA
Casino NA	D. Elvy (Illawarra)
H. Miles (Hastings Valley)	J. Poole (Baulkham Hills)
K. Fullagar OAM (Life Member)	K. Blake (Cessnock)
K. Starkey (Maitland)	K. Ridley (Bathurst)
L. Bennett (Maitland)	L. Welfare (Parramatta Auburn)
M. Allen (Westlakes)	M. McDonald (Condobolin)
Mount Druitt NA	Port Stephens NA
Quirindi NA	R. Venn (Brunswick Byron)
S. Rumbel (Dungog and District)	S. Thorpe (Woolgoolga)
Sapphire Coast NA	S. Simpson (City of Sydney)
Ulladulla & Districts NA	Young & District NA
Camden NA	M. Hauser (Manly Warringah)
K. Higgins (Parramatta Auburn)	E. Lawler (Liverpool)
K. Whiteley (Liverpool)	D. Mulvena (Mens)
G. Colman (Mens)	A. Sergeant OAM (Life Member)
C. Hicks (Randwick)	M. Boyle OAM (Life Member)

MOVED: Liverpool Seconded: Baulkham Hills that apologies for the Extra Ordinary Council meeting be accepted.

CARRIED

(b) Notices of Motion – proposed changes to Netball NSW Constitution

1. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 4.3 (a) – Exception be amended as follows:

- 4.3 (a) ~~Honorariums for Directors in accordance with Clause 15.10 for out-of-pocket expenses incurred by a Director in performing a duty as a Director of the Company;~~
- Campbelltown: requested clarification of clause number, believes referenced clause should be 15.7, not 15.10
 - President: will check that, there is overarching amendment re corrections to clause numbering

CARRIED 66:1 (voting power 73)

Netball NSW Extra Ordinary Council Meeting

2. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 14.14 (d) (3) – Exception be amended as follows:

14.14 (d) (3) Review the Grading Policy and Procedures and Rules for State Championships, State Age, Night Inter District and Associations Carnivals~~rules for Netball NSW State Championships, State Age Championships, State League Region 1, State League Regions 2 – 8, Night Interdistrict and Carnivals~~ and make such changes as the meeting shall adopt as appropriate for the ensuing year. No further changes will be made to these rules following the conclusion of the November Council meeting each year.

CARRIED 70:0

3. **MOVED** the Board of Directors Seconded: the Board of Directors that Clause 15.2 – Director Positions be amended as follows:

15.2 Director positions

The Board will consist of:

- ~~(a)~~ ~~A President (an Elected Director) elected in accordance with Clause 15.5;~~
 - ~~(a)~~ Seven~~x~~ Elected Directors, elected in accordance with Clause 15.~~7~~5 one of whom will be elected President in accordance with Clause 15.8;
 - ~~(b)~~ Up to two appointed Directors in accordance with Clause 15.~~1~~9~~6~~;
 - ~~(c)~~ the Chief Executive Officer, as a non-voting member.
- A. Doring OAM (Life Member) spoke against motion of elected directors electing the chairperson, expressing the wish for Council to have the right to vote for President elected to represent members.

LOST 46:26

4. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 15.3 – Qualifications of Directors be amended as follows:

15.3 Qualifications of Directors

Subject to the provisions of ~~C~~lause 15.~~1~~5~~3~~:

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

CARRIED 72:0

Netball NSW Extra Ordinary Council Meeting

5. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 15.4 – Transitional arrangement for term of Elected Directors be added as follows:

15.4 Transitional arrangement for term of Elected Directors

- (a) At the 2018 AGM, there will be an election for four Elected Directors, two whom will serve terms of three years and two of whom will serve terms of two years.
- (b) At the 2019 AGM, there will be an election for three Elected Directors, two of whom will serve terms of three years and one of whom will serve a term of two years.

CARRIED 74:0 (voting power 75)

L. Quinn OAM (Life Member): asked for rationale of President asking if any abstentions after For's and Against's called in the meeting's voting process. If members abstain, believe they have right of confidentiality.

- o President: not trying to make life difficult, just asking for abstentions as the For and Against are not adding up to voting power.

Mens: People who are abstaining may wish to reconsider their voting because, under meeting procedure, abstention is considered a no vote.

6. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 15.5 – Term of Directors be amended as follows:

15.5 Term of Directors

- (a) Elected Directors are elected, subject to Clause 15.4 and 15.5(c) for a three year term.
- (b) No Elected Director can hold office for a period longer than nine consecutive years, inclusive of any period served as a casual vacancy. For the purpose of this Clause, any period prior to 25 March 2012 during which a Director has held office will not be taken into consideration.
- (c) A Director will be required to resign at the end of the nine year period referred to in Clause 15.5(b), notwithstanding that this may occur during a term referred to in Clause 15.4 or 15.5(a). The casual vacancy arising from such resignation will be filled in accordance with Clause 15.9.
- (d) Despite Clause 15.5 (b), an Elected Director who has held office for nine consecutive years may seek re-election, provided they have stood down from the Board for a period of at least twelve months, following that period during which they held office.

- Manly: How long will President be elected for?
 - o W. Archer AM (President): Same term as all Directors - 3 years; this clause is just a transitional arrangement until the 3 year terms can come into effect.
- Campbelltown: If there is set terms of 3 years, 3 times and step down for 12 months, how can life membership then be determined?
 - o President: If this motion is passed, our Governance Committee will go through requirements.

CARRIED 76:0 (voting power 76)

7. MOTION WITHDRAWN

Netball NSW Extra Ordinary Council Meeting

8. **MOVED:** the Board of Directors Seconded: the Board of Directors that Clause 15.6 – Procedure for election of Directors be added as follows:

15.7 Procedure for election of Directors

- (k) 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.
- (l) 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.
- (m) Elected Directors will be elected on an alternating basis.
- (n) Four Elected Directors will be elected one year and three Elected Directors will be elected the next year.
- (o) Subject to Clause 15.5(b), an Elected Director is eligible for re-election on expiration of that Director's term of office.
- (p) To achieve the transitional arrangement described in Clause 15.4 the terms of service of the Elected Directors will be determined as follows:
 - (1) At the 2018 AGM, the President and three Elected Directors will be elected; the President and the Elected Director with the highest vote will serve a three year term and the Elected Directors receiving the third and fourth highest vote will serve a two year term;
 - (2) At the 2019 AGM, three Elected Directors will be elected; the two Elected Directors with the highest vote will serve a three year term and the Elected Director receiving the third highest vote will serve a two year term;

- Mens: What is status of electronic voting?
 - o President: Electronic voting will be in effect for AGM 2018. Once today's motions are completed, changes will be made to the voting policy.
- Sutherland: Does Policy change Constitution, believe we should be amending Constitution first.
 - o President: Policy itself is not in the Constitution, just the name of the policy.
- Kiama: If 4 Directors elected in one year and 3 elected in second year, so no directors elected in year 3?
 - o President: this is only a transitional arrangement.
- Shoalhaven: Motion 12 of this meeting is to change name of the Postal Voting Policy to Voting Policy why are we making this amendment of election of directors by postal vote in clause 15.7b
- Sutherland: Clause 15.7 (L) election of directors by postal vote, should we not be changing Constitution first then the policy? It makes sense to amend this motion now.
 - o President: Normally we don't take an amendment on notice of motion as Constitution states 21 days' notice.
- St George- Clause m should state that "...elected Directors will be re-elected..."
 - o President: Will come back to that point.
- Mens: As long as an amendment to a motion is not a substantive change, then believe Council could amend a motion. Motion number 12 is a consequential amendment, propose that Council vote on Motion 12 first to change the name of Postal Voting Policy to Voting Policy then accept motion from floor that 15.7 L to delete word "postal" and name of policy will have changed from Postal Voting Policy to Voting Policy
 - o President: If intent of Council is very clear to remove word postal then could accept this amendment to motion.

Netball NSW Extra Ordinary Council Meeting

Motion 12: MOVED: the Board of Directors Seconded: the Board of Directors that the wording of Election and Postal Voting Policy becomes Election and Voting Policy.

CARRIED 74:0

MOVED: Mens Seconded: Campbelltown that Motion 8 be amended to remove the words “postal” from first line of 15.7 (L) (the name of “Postal Voting Policy” having already been changed to “Voting Policy”)

CARRIED 69:4

- St George: Should 15.7 (m) read “President plus 3 Elected Directors” instead of “4 Elected Directors”?
 - o President: President is an Elected Director.

MOTION 8 (with amendment of removal of word “postal”) put

CARRIED 67:4

9. MOTION WITHDRAWN

10. MOVED the Board of Directors Seconded: the Board of Directors that Clause 1.1 – Definitions be amended as follows:

[Annual General Meeting \(or AGM\) means the meeting held in accordance with Clause 14.1](#)

CARRIED 74:0

11. MOTION WITHDRAWN

12. Motion Moved and Carried previously in meeting

13. MOVED: Liverpool Seconded: Randwick that all correct spelling, grammar and clause numbering within the Constitution be amended as required.

CARRIED 76:0

Meeting closed at 9.54am