

Netball NSW Extra Ordinary Council Meeting Minutes



NEW SOUTH WALES NETBALL ASSOCIATION LIMITED NOVEMBER 2018 EXTRA ORDINARY COUNCIL MEETING

Extra Ordinary Council Meeting of the New South Wales Netball Association Limited held on **Saturday 03 November 2018** at **Novotel Hotel (Rooty Hill RSL), 33 Railway Street, Rooty Hill** commencing at **9:00am**.

MINUTES

The meeting commenced at 9.02am

1. Attendees

Directors:	Louise Sullivan	Netball NSW President
	Myles Baron-Hay	Netball NSW Director
	Vincent De Luca OAM	Netball NSW Director
	Janet Drakos	Netball NSW Director
	Christine Feldmanis	Netball NSW Director
	Diana Fraser	Netball NSW Director
	Ruth Havrlant	Netball NSW Director
	Rodney Watson OAM	Netball NSW Director
	Carolyn Campbell (CEO)	Netball NSW CEO
Life Members:	Anne Doring OAM	Life Member
	Lynne Quinn OAM	Life Member
	John Hahn	Life Member
	Wendy Archer AM	Life Member
	Yvonne Richardson	Life Member
Delegates:	Judi Hansen, Kathy McMahon	Armidale District Netball Association
	Nicole Oram	Bankstown Netball Association
	Kylie Tzavaras, Monica O'Callaghan	Baulkham Hills Shire Netball Association
	Robert Fitzgerald, Alison Sheppard	Blacktown Netball Association
	Alison Yates, Jenny Walker	Blue Mountains Netball Association
	Kerrin Thomas, Gail Lees	Camden Netball Association
	Shirley Connolly, Anne Stewart	Campbelltown Netball Association
	Dianne Pascoe, Joanne Taylor	Charlestown Netball Association
	Jayne Occhiuto	City of Sydney Netball Association
	Edwina Brown, Dianna Bills	Eastwood Ryde Netball Association
	Carol Baiton OAM	Fairfield City Netball Association
	Joy Dasan, Samantha Gribble	Gosford Netball Association

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	Tracy Chalk, Viv Bertenshaw	Hawkesbury City Netball Association
	Doug MacColl, Lynette Burgess OAM	Hills District Netball Association
	Dianne Elvy, Lyn Holmes	Illawarra District Netball Association
	Anne Tait, Leanne Blackmore	Inner West Netball Association
	Ted Beedles	Kiama Netball Association
	Nick Herman, Kathy Staggs	Ku-ring-gai Netball Association
	Bev Dew OAM	Lismore Netball Association
	Jennie Webster	Liverpool Netball Association
	Petra Hayman, Maria Bettini	Macleay District Netball Association
	Helen Dean, Mary Jane Hauser	Manly Warringah Netball Association
	Clare McCabe, Brent Ferguson	Mens Netball
	Rebecca Keating	Nelson Bay Netball Association
	Ellen Monaghan, Adele Saunders OAM	Newcastle Netball Association
	Glenys Paranihi, Marie Cherote	Northern Suburbs Netball Association
	Vicki Pearson	Orange Netball Association
	Kim Higgins, Lyn Welfare	Parramatta Auburn Netball Association
	Joy Gillett OAM, Lyn Deuis	Penrith Netball Association
	Jodi Cassar, Susan Xenos	Port Stephens Netball Association
	Marie Kelly, Frances Reynolds	Randwick Netball Association
	Wilma Klein, Kathy Rembisz	Shoalhaven Netball Association
	Gail Mayers	Singleton Netball Association
	Helen Andrews	St George Netball Association
	Anne Heptinstall, Shirley Way	Sutherland Netball Association
	Janet Jamieson, Rebecca McKenzie	Tamworth Netball Association
	Madeline Allen	Westlakes District Netball Association
Observers:	Katarina Doring	Eastwood Ryde Netball Association
	Kathryn Halcrow	Inner West Netball Association
	Suzanne Woods	Brunswick/Byron Netball Association
	Prue Habevecht	Sutherland Shire Netball Association
Company Secretary, Returning Officer:	Mike Anderson	Netball NSW
Netball NSW Staff	Tim Underwood	Netball NSW
	Rebecca Shaw	Netball NSW
	Nikki Horton	Netball NSW
	Lauren Woods	Netball NSW
	Karen de Ridder	Netball NSW
	Melissa Achten	Netball NSW

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	Todd Pengilly	Netball NSW
	Shantel Cogno	Netball NSW
	Shohan Khan	Netball NSW
	Claire Dale	Netball NSW
Minute Taker	Jennifer Baxter	

2. Apologies

Directors:	Carol Murphy	Netball NSW Director
Delegates:	Alex Peate, Lee Harley	Ballina Netball
	Justine Kavanagh	Armidale District Netball Association
	Alison Burcham, Carolyn Burgess	Barellan and Districts Netball Association
	Belinda Redmond	Blayney & District Netball Association
		Broken Hill Netball Association
	Suzanne Simpson	City of Sydney Netball Association
	Samantha Rumbel	Dungog & District Netball
	Cathy Glover, Rosemary Miller	Hastings Valley Netball Association
	Jennie Thompson	Hills District Netball Association
	Rhonda Beedles	Kiama Netball
	Estelle Lawler	Liverpool City Netball
	Karen Lambley	Macleay Netball Association
	Kim Starkey, Leearna Bennett	Maitland District Netball Association
	Amanda Wilks	Nelson Bay Netball Association
	Christy Hoolle, Ineke Walker	Northern Suburbs Netball Association
	Jacki Jasprizza	Orange Netball Association
	Elizabeth O'Brien	St George District Netball Association
	Karen Salter, Nerida Noble	Sutherland Shire Netball Association
	Pamela Burt	Westlakes District Netball Association
	Sandra Thorpe	Woolgoolga District Netball Association
Life Members:	Maureen Boyle AM	Life Member
	Neita Matthews OAM	Life Member

MOVED: Sutherland, **Seconded:** Armidale to accept the attendees and apologies.

CARRIED

MOVED: Anne Doring OAM (Life Member), **Seconded:** Campbelltown to suspend Standing Orders.

CARRIED

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The meeting was suspended at 9:18am.

President, Louise Sullivan, discussed direction of Netball NSW and introduced strategic vision. Taking into account lessons from enquiries and commissions currently underway in other industries, there is a continued need to ensure that NNSW has appropriate culture, governance and operating model.

Vision and Purpose, including Board's priorities, had been redrafted and was displayed at the meeting.

- Our Purpose: Inspire and engage with communities to grow the game of Netball.
- Our Vision: To be the leading female team sport offering participation for all on and off the court.

Discussion from the Council delegates specifically and repeatedly questioned the use of the word "female" in the Vision and Purpose statement. Delegates suggested that Vision should aim to be leading sport in Australia. Men's Netball stated that to use "female" was discriminatory and objected to its use in the Vision.

President noted that there is still more to be done to grow netball within the female population. President emphasised the need to balance respecting history as leader in female sport with driving change for the future. President acknowledged that the word female can give a perception of limitation (and "female" had been left in Vision of Netball Australia [NA]) but the inclusion of words "participation for all" opens up opportunities to anyone. Question about inclusion of word "female" in the Vision was taken on notice.

At the request of the Board, delegates (working in table teams) collaborated on questions about Board's priority around support of associations, at community level, then Netball NSW. Table groups workshopped the issues and presented findings to the meeting. Findings to be collated by Netball NSW.

1. Top 3 – 5 strengths and weaknesses at community level.
2. How can we better advance netball in your community? What are top 3 initiatives you, as an Association or Netball NSW, would do to have the biggest impact for netball?
3. What are the 3 most valuable services your Association receives from NNSW? Is there anything that NNSW is not doing that you think we should be?

MOVED: President **Seconded:** Hawkesbury to resume Standing Orders.

CARRIED

The meeting re-commenced at 10:20am.

3. Notices of Motion – Proposed Changes to Netball NSW Constitution

MOVED: Hawkesbury **Seconded:** Blue Mountains to move motions 1 to 12 as a block.

CARRIED

Voting power 76 votes

Discussion:

- Anne Doring OAM (Life Member) re Motion 6 removal of Grading Procedures and Rules signoff by Council: Sees the reasoning and need for expediency, but wants grassroots to have a say in these.

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Suggests to put a Grading Policy & Procedures and Rules Working Party in place to evaluate any changes to grading/ rules – so ensuring grassroots input. Working Party proposal to November Council would then be fait accompli.

- Camden: Motion 6 rationale states that competitions will not be held – so why not just change the clause to update competitions? Not getting a chance to have a say on our core competitions.
 - President: Not the intent of NNSW that Associations not be consulted on the rules. Demands of how competitions are run impacts mechanisms of delivering the service to you.
- Sutherland: Does Rationale of Motion 6 mean that there will be no more Night Inter-district (NID)?
 - President: No, not the case, NID will continue.
- Manly: Appreciate that Board will have mechanism for consulting re grading and rules, but would feel more confident if such consultation was documented in the Constitution.
 - CEO: Rules forum was livestreamed, questions emailed during the forum were responded to at the forum in real time.
 - Nikki Horton, Head of Netball: It is appropriate that Associations have input around rules in all competitions we run, including Metro League and Premier League. Intent is to consult with a broad range of Associations, not just delegates in the room at Council.
- Men's: Constitution was formed prior to current levels of staffing at Netball NSW, agree with Anne Doring OAM on establishment of working party, and such working party to have a charter.
- President: Proposed amendment is a starting point. Intend to use forums to ensure that appropriate consultation is maintained. Need to respond quickly and gave example of when NID rules were unable to be changed in November to accommodate number of teams etc.
- CEO: have previously had rules working party. Motion 6 amendment is an evidence-based decision using broad feedback. Identified facilities issue – only some Associations have the capacity to host some of the iconic events and we run risk of losing events. Need balance on how events are hosted to be sustainable.
- Rodney Watson AM (Director): Addressed Motion 6, gave history and background of the relevant Constitutional clauses and noted the subsequent evolution into iconic netball events. He noted that all rules changes will be positive for NNSW and most are an impost on NNSW on governance of hosting, not rules changes. Suggested delegates vote in favour of the amendments as it will advance netball in NSW.

MOVED: Campbelltown, **Seconded:** Liverpool that block motion be put.

CARRIED

MOVED: Manly **Seconded:** Baulkham Hills Motions 1 to 12 – Proposed Changes to Netball NSW Constitution, as detailed below:

1. Clause 1.1 *Definitions, Notice* be amended as follows:

1.1 Notice definition

Notice includes all written communications to Members, **including electronic communications.**

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2. Clause 11 *Life Members* be amended as follows:

11 Life Members

- (a) An Individual ~~Member~~ may be nominated to receive Life Membership of the Company in recognition of not less than ten (10) years outstanding service to the Company in accordance with this Clause 11 and any such policy relating to the awarding of Life Membership as may be in place from time to time.
- (b) A candidate for election as a Life Member must be nominated **in writing** by two (2) ~~Senior Individual~~ Members **of affiliated Associations who are at least 18 years of age** with such nominations being received by the Chief Executive Officer by 31 October each year.
- (c) The Board of Directors shall review all nominations received to ensure nomination meets criteria as defined and, if appropriate, put forward such nomination for voting.
- (d) Once approval for voting to proceed has been given by the Board, ~~of Directors, election as a~~ **a ballot for the award of Life Membership** shall be conducted in accordance with the Election and Voting Policy. If an affirmative vote is returned, **the award of Life Membership** will be announced and presented at the Annual General Meeting.
- (e) The Board 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 who may be nominated in any year.
- (f) All Netball NSW Life Members will be registered directly with the Company.
- (g) A Life Member who nominates for election as a Director of the Company must comply with Clause 15.3 of this Constitution.

3. Clause 14.4(b) *General Meetings, Quorum* be amended as follows:

14.4 Quorum

- (a) No business may be transacted at the Annual General Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) The quorum for the Annual General Meeting shall be Delegates representing one quarter of the affiliated Associations and ~~four Directors~~ **a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution**. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting must stand adjourned to a date fixed by the Board; the adjourned meeting will be convened by the Company Secretary as directed by the Board. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will be a quorum.

4. Clause 14.7 *General Meetings, Voting at the Annual General Meeting* be amended as follows:

14.7 Voting at the Annual General Meeting

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- (a) Each Council Member, being affiliated Association Delegates, Life Members and Directors will have one vote to be taken in such manner as the President directs.
- (b) A vote may be submitted by any Council ~~Member~~ in regards to any item listed on the Notice of the Annual General Meeting, **on request**.
- (c) ~~Voting for The Election of Directors where such voting~~ shall be conducted by the Returning Officer in accordance with the Election and Voting Policy.
- (d) Excluding items listed on the Notice of the Annual General Meeting for which a vote may be cast, questions arising from the floor of an Annual General Meeting must be decided by a majority of votes cast by the Delegates of Associations, Life Members and Directors, present at that meeting.

5. Clause 14.10(b) – *General Meetings, Quorum* be amended as follows:

14.10 Quorum

- (a) No business may be transacted at any Extra Ordinary Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Unless otherwise provided in this Constitution, a quorum for an Extra Ordinary Meeting shall be Delegates representing one-quarter of the affiliated Associations and ~~four Directors~~ **a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution**. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting:
 - (1) if convened upon the requisition of Members, must be dissolved; and
 - (2) in any other case it must stand adjourned to be held within 14 days at the same time and place,and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will be a quorum.

6. Clause 14.14(d)(3) *General Meetings, Proceedings of General Meetings* be amended as follows:

14.14(d) Proceedings of General Meetings

- (d) The Council shall, at the November meeting each year, conduct the following business as part of the business of the meeting:
 - (1) ~~S~~**set** the annual affiliation fees payable by each Association in accordance with Clause 9.4; **and**
 - (2) ~~S~~**set** the annual individual membership fees payable by each individual member in accordance with Clause 9.5. Reference is also made to Clause 15.1 (b) and the Affiliation and Membership Policy in regard to remote and isolated Associations.
 - (3) ~~Review the Grading Policy and Procedures and Rules for State Championships, State Age, Night Inter-District and Association 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.~~

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7. Clause 14.15(b) *General Meetings, Voting at General Meetings* be amended as follows:

14.15 Voting at General Meetings

- (b) A vote may be submitted by any Council member in regards to any item listed on the Notice of the General Meeting **on request.**

8. Clause 14.16(b) *General Meetings, Quorum, Notice* be amended as follows:

14.16 Quorum

- (a) No business may be transacted at any General Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Unless otherwise provided in this Constitution, a quorum for all General Meetings shall be Delegates representing one-quarter of the affiliated Associations and **four Directors a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution.** If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting.
- (1) If convened upon the requisition of Members, must be dissolved; and
- (2) in any other case it must stand adjourned to the same day in the next week, at the same time and place,

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

9. Clause 15.6 *Directors, Membership of Associations* be amended as follows:

15.6 Membership of Associations

No more than two Directors may be a member of the same Association at any one time, **whether that membership relates to a primary or secondary registration.**

10. Clause 15.7(a) *Directors, Procedure for Election of Directors* be amended as follows:

15.7 (a) Procedure for Election of Directors

The Returning Officer must, by **28-21** 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.

11. Clause 17.1 – *Company Secretary, Statutory Responsibilities* be amended as follows:

17.1 Statutory Responsibilities

The Company Secretary shall:

- (a) ~~The Company Secretary shall~~ Ensure that the Company complies with its statutory obligations under any relevant laws and regulations;
- (b) ~~The Company Secretary shall~~ Ensure that the Company maintains the required statutory records including membership registers, the requisite retention of documents and records and completion and lodgement of statutory forms/returns and reporting under relevant legislation and requirements;

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- (c) ~~The Company Secretary shall~~ Ensure adherence with the Company's Constitution ~~and prepare a corporate governance/policy manual for Directors/management~~
- (d) ~~The Company Secretary shall~~ Record and advise ASIC where necessary, declarations/conflicts of interest of Directors and have custody of the Common Seal and record usage; ~~and~~
- (e) Assist the Chairperson and Directors in the conduct of meetings and their directorial and governance obligations and responsibilities.

12. Corrections to spelling, grammar and clause numbering within the Constitution be amended as required.

MOTION (as moved above)

CARRIED 72:2

Supplementary Motion

MOVED Anne Doring OAM (Life Member) **Seconded:** Newcastle that Council formally request Board to ensure that a Rules and Competitions Working Party be established with appropriate Association representation to give input and advise on competition rules, and a charter for the Working Party be struck to outline the duties of the working party.

CARRIED

The meeting concluded at 10.45am