



Netball Tasmania
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Incorporated in Tasmania: 02080C

TASMANIAN NETBALL ASSOCIATION INC

(Registration No. 02080C)

DATE: 17 December 2013

1. INTERPRETATION AND DEFINITIONS

1.1. Definitions

In this Constitution, unless the contrary intention appears:

“Affiliated Association” means a not for profit incorporated association which has an interest in Netball.

“Annual Subscriptions” means the annual fees payable by each category of Member as determined by the Board under Rule 7.

“Appeals Tribunal” means the tribunal of the Association constituted in accordance with Rule 11.1.

“Appointed Board Member” means a Board Member appointed under Rule 20.4.

“Associate Board Member” means a Board Member appointed under Rule 20.5.

“Associate Member” means a for profit organisation (being a company, partnership, statutory body or otherwise) which has an interest in Netball.

“Association” means the Tasmanian Netball Association Incorporated trading as Netball Tasmania.

“Board” means the body consisting of the Board Members under Rule 20.2.

“Board Member” means a member of the Board and includes an Elected Board Member, an Appointed Board Member and Associate Board Member.

“Constitution” means this constitution of the Association as amended from time to time.

“Delegate” means a representative of an Affiliated Association. The Delegate (or nominee) is the only person who may represent the Affiliated Association at General Meetings. The Affiliated Association shall advise the Senior Officer in writing at least forty eight hours prior to the Annual General Meeting who its Delegate will be for the succeeding year (if no notification is provided to the Senior Officer the Secretary of the Affiliated Association shall be deemed to be the Delegate), or forty eight hours prior to any meeting who its nominee will be for that meeting.

“Elected Board Member” means a Board Member elected under Rule 21.

“Financial Year” means the year ending on 31 December.

“General Meeting” means a meeting of Members convened in accordance with Rule 12 .

“Intellectual Property” means all rights subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or activity conducted, promoted or administered by the Association.

“Life Member” means an individual appointed as such under Rule 6.1 (b).

“Member” means an Affiliated Association or a member of an affiliated association, or a Life Member and “Members” means these members collectively as members of the Association for the time being under Rule 6.

"Netball" means the sport and game of netball as determined by the International Netball Federation Limited with such variations as may be recognised by the Association from time to time.

“President” means the president of the Association appointed in accordance with Rule 20.2 (b)

“Register" means the register of Members kept in accordance with Rule 8.1.

“Registered Member” means a person registered with the Association as a player, umpire, coach or official.

“By-Laws” means any by-laws made by the Board under Rule 31.

“Senior Officer” shall mean the senior staff member whose position title will be determined by the Board from time to time.

“Special Resolution” has the same meaning as the Act.

“the Act” means the Associations Incorporation Act 1964 (Tas).

“Voting Member" means a Member with voting rights under Rule 12.1 and 13.5.

1.2. Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other gender;

- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

1.3. Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

2. PURPOSES OF ASSOCIATION

The Association is the peak body for the administration of Netball in Tasmania. The purposes for which the Association is established and maintained are to:

- (a) create a uniform entity through and by which Netball in Tasmania can be encouraged, conducted, promoted and administered and to be the governing body of Netball in Tasmania;
- (b) promote and encourage national Netball and the conduct of national competition as an affiliated member of the All Australia Netball Association Limited;
- (c) adopt and accept the playing rules of the International Netball Federation Limited and abide by the interpretation of such rules as determined from time to time by Netball Australia;
- (d) act for its Members in all matters pertaining to Netball;
- (e) control, manage and conduct Netball competitions at a state level;

- (f) select and manage Netball teams to represent Tasmania in national matches inside and outside Tasmania;
- (g) encourage, conduct, promote, and administer Netball throughout Tasmania, through and by the Members for the mutual and collective benefit of the Members and Netball;
- (h) at all times to act on behalf of, and in the interests of, the Members and Netball;
- (i) affiliate and otherwise liaise with the All Australia Netball Association Limited and such other bodies as may be desirable, in the pursuit of these purposes;
- (j) promote the health and safety of athletes, officials and other individuals participating in Netball in any capacity;
- (k) act as final arbiter on all matters pertaining to the conduct of Netball in Tasmania, including disciplinary matters;
- (l) establish and conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Netball rules and standards;
- (m) formulate and implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs, infectious diseases and such other matters as arise from time to time as issues to be addressed in Netball;
- (n) encourage and promote performance-enhancing drug free competition;
- (o) give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Netball in any capacity to obtain awards or public recognition; and
- (p) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3. POWERS OF ASSOCIATION

The Association has the rights, powers and privileges conferred on it under the Act solely for furthering the purposes set out above.

4. NAME

The name of the incorporated association is the Tasmanian Netball Association Incorporated trading as Netball Tasmania (“the Association”).

5. REGISTERED ADDRESS

The registered address of the Association shall be at such place as determined by the Board from time to time.

6. MEMBERSHIP OF ASSOCIATION

6.1. Categories of Member

The Members shall be, and shall be divided into, the following categories:

- (a) Affiliated Associations including their constituent members, which shall be represented by their Delegate. The Delegate shall have the right to be present, to debate and to vote at General Meetings;
- (b) Life Members; which shall have the right to be present at General Meetings, but shall have no debating or voting rights; and
- (c) such other category or categories of members as determined by the Board from time to time.

6.2. Application For Membership

- (a) To be eligible for membership as an Affiliated Association, the Affiliated Association must be incorporated or in the process of incorporation, which process shall be complete within twelve months of applying for membership under this Constitution.
- (b) Subject to this Constitution, an application for membership as a Member must be:
 - i. in writing in the form prescribed by the Board from time to time;
 - ii. accompanied by the appropriate fee or fees, if any; and
 - iii. lodged with the Senior Officer.
- (c) As soon as is practicable after the receipt of an application under Rule 6.2(b), the Senior Officer shall refer the application to the Board.
 - i. Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application in its absolute discretion.
 - ii. If the Board approves the application for membership, the Board shall determine the appropriate category of membership and the Senior Officer shall, as soon as practicable, notify the applicant in writing that

it is approved or declined. If approved, membership shall commence on entry into the Register in accordance with Rule 6.2(c) iv.

- iii. If the Board does not approve an application for membership, the Senior Officer shall, as soon as practicable, notify the applicant in writing that she, he or it is not approved for membership. The Board is not required to give reasons for its decision.
- iv. If the application for membership is approved, the Senior Officer shall enter the applicant's name in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Senior Officer shall also enter the name of the Delegate (if applicable).
- v. Life Members shall be determined by the Board. The Board may grant a person life membership in recognition of services rendered to the Association. Nominations for Life Members shall include acceptance of the nomination by the nominee and may be lodged with the Senior Officer by any other Member no later than three calendar months prior to the Annual General Meeting.

6.3. Delegate of Affiliated Association

- (a) The Board may in its discretion determine that a person nominated by an Affiliated Association to be a Delegate shall not represent an Affiliated Association as a Delegate, and shall notify that Member accordingly.
- (b) The Senior Officer shall record any change in Delegate in the Register.
- (c) Each Delegate shall comply with the directions given by a resolution of the Affiliated Association, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

6.4. Effect of Membership

- (a) Members acknowledge and agree that:
 - i. this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations;
 - ii. they shall comply with and observe this Constitution and the Regulations;
 - iii. by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association;
 - iv. this Constitution and Regulations are necessary and reasonable for promoting the purposes of the Association; and

- v. they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Association and subject to this Constitution:
- i. express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - ii. make proposals or submissions to the Board;
 - iii. engage and participate in any activity approved, sponsored or recognised by the Association; and
 - iv. conduct any activity approved by the Association.
- (c) A right, privilege or obligation of a person by reason of their membership of the Association:
- i. is not capable of being transferred or transmitted to another person; and
 - ii. terminates upon the cessation of membership whether by death, resignation or otherwise.

7. SUBSCRIPTIONS AND FEES

The Annual Subscriptions and any other fees payable by Members, the benefits which apply, the time for, and manner of payment, shall be determined by the Board from time to time.

8. REGISTER OF MEMBERS

8.1. Senior Officer to Keep Register of Members

The Senior Officer shall keep and maintain a Register of Members in which shall be entered the full name, address, category of membership, date of entry of the name of each Member.

8.2. Inspection of Register

Having regard to confidentiality considerations, an extract of the register shall be available for inspection (but not copying) by Members, upon reasonable request.

8.3. Register of Affiliated Associations

Affiliated Associations shall maintain, in a form acceptable to the Association and with such details as are required by the Board, a register of all members of the Affiliated Association.

9. RESIGNATION OF MEMBERS

9.1. Notice of Resignation

Any Member who has paid all monies due and payable to the Association may resign from the Association by giving thirty days' notice in writing to the Association of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

9.2. Expiration of Notice Period

Upon the expiration of a notice given under Rule 9.1, an entry, recording the date on which the Member who gave notice ceased to be a Member, shall be recorded in the Register.

9.3. Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property.

10. EXPULSION, SUSPENSION OR FINING OF MEMBERS

10.1. Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under this Constitution, the Board may in its discretion suspend a Member from the Association in exceptional circumstances pending determination of a resolution under Rule 10.2. For the purposes of this Rule "exceptional circumstances" means circumstances in which, after reasonably enquiry, it is considered that the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the Member who is being considered for suspension under this Rule.

If a suspension is imposed under this Rule, the Senior Officer shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Board. There is no right of appeal of a suspension made under this Rule.

10.2. Board Resolution

Subject to this Constitution, the Board may by resolution:

- i. expel a Member from the Association; or
- ii. suspend a Member from membership of the Association for a specified period; or
- iii. fine a Member;
- iv. impose such other penalty, action or educative process as it sees fit,

if the Board considers that the Member has:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution or the Regulations;
- (b) acted in a manner unbecoming of a Member or prejudicial to the purposes and interests of the Association, or another Member; or
- (c) brought the Association, or another Member into disrepute.

Such grounds do not constitute a grievance, and Rule 26 does not apply.

10.3. Notice of Alleged Breach

Where the Board considers that an affiliated association or a Member of an affiliated association may have satisfied one or more of the grounds in Rule 10.2(a), (b) or (c), the Senior Officer shall, as soon as practicable, serve on the Member a notice in writing:

- (a) setting out the alleged breach and the grounds on which it is based;
- (b) stating that the affiliated association or a Member of an affiliated association may address the Board at a meeting to be held not earlier than fourteen and not later than twenty eight days after service of the notice;
- (c) stating the date, place and time of that meeting;

- (d) informing the affiliated association or a Member of an affiliated association that they may do one or more of the following: -
 - i. attend that meeting;
 - ii. give the Association, before the date of that meeting a written statement regarding the alleged breach.

10.4. Determination of Board

At a meeting of the Board held in accordance with Rule 10.3, the Board shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member;
and
- (c) by resolution determine whether the alleged breach occurred.

10.5. Appeal to Appeals Tribunal

- (a) If the Board passes a resolution at the meeting held in accordance with Rule 10, the Member has a right to appeal the decision to the Appeals Tribunal.
- (b) The Member must lodge the appeal with the Senior Officer within fourteen days of the date the resolution is notified in writing to the member. The appeal must specify the grounds of the appeal.
- (c) Where the Senior Officer receives an appeal under Rule 10.5(b), the Board shall convene a meeting of the Appeals Tribunal to be held within thirty days of the date on which the Senior Officer received the appeal.
- (d) Where the Member lodges an appeal to the Appeals Tribunal under this Rule, the resolution of the Board does not take effect unless the Appeals Tribunal confirms the resolution in accordance with Rule 11.

10.6. Non Application of Rule 10

Rule 10 shall not apply to any incident or matter to which Regulations apply and which include a disciplinary procedure including but not limited to the competition regulation or the member protection regulation of the Association. Any disciplinary matter which may be dealt with in accordance with the Regulations (including but not limited to the competition regulation and member protection regulation) shall be dealt with in accordance with the disciplinary procedure set out in the Regulations.

11. APPEALS TRIBUNAL

11.1. Composition of Appeals Tribunal

- (a) An Appeals Tribunal of up to five persons shall be appointed by the Board for the purpose of adjudication of appeals from Members under Rule 10.5. The Board shall also appoint a chair of the Appeals Tribunal.
- (b) No Affiliated Association shall have more than one of its registered members or officials on the Appeals Tribunal.
- (c) No member of the Appeals Tribunal shall be permitted to hold any office on the Board or its appointed sub-committee.
- (d) A minimum of three members of the Appeals Tribunal shall constitute a quorum.
- (e) A vacancy on the Appeals Tribunal shall be appointed by the Board.

11.2. Proceedings Before Appeals Tribunal

The Appeals Tribunal shall hear and determine the alleged breach in whatever manner it considers appropriate in the circumstances (including by way of teleconference, video conference or otherwise) provided that it does so in accordance with the principles of natural justice. The purpose of the hearing shall be to determine whether the alleged breach occurred. The Appeals Tribunal has the jurisdiction to vary the penalty imposed by the Board.

11.3. Decisions Binding

Decisions of the Appeals Tribunal will be binding and final upon the Board and the Member.

12. VOTING AT GENERAL MEETINGS

12.1. Voting Rights

In all General Meetings the following Members shall have the right to vote:

- (a) Affiliated Associations;

12.2. Voting Procedure

- (b) A question arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the chairperson of the meeting may exercise a second or casting vote.

- (d) A Voting Member is not entitled to vote at any General Meeting unless all monies due and payable to the Association have been paid, other than the amount of the Annual Subscription payable in respect of the current Financial Year.

12.3. Recording of Determinations

If before, or on, the declaration of the show of hands a poll is demanded according to rule 12.4, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

12.4. Poll at General Meetings

- (a) At a meeting a poll on any question may be demanded by one third of Voting Members, and if so, it shall be taken at the meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

12.5. Postal Voting

- (a) Postal voting may be held from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board.
- (b) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

13.6 Voting by Proxy

- (a) A Voting Member may appoint a proxy to vote at a meeting of the Association and such proxy must be a Member of the Association.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointor and unless otherwise provided in this Constitution shall be deposited at the registered office or at any other place or by such other means as may be specified for that purpose on the notice convening the meeting not less than two (2) days before the time for holding the meeting or taking of a poll at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
- (c) Every instrument of proxy whether for a specified meeting or otherwise shall be addressed to the Association and be in the form or to the effect as follows:

- (d) Proxy form

[name]

Proxy

I, _____ being a member of the Association entitled to vote, hereby appoint _____ of _____ as my proxy to vote for me and on my behalf at the annual general/ordinary general meeting of the Association to be held on the _____ day of _____, 20__.

SIGNED by the said

in the presence of:

or in any other form as the Board may from time to time prescribe or in a particular case accept.

13. ANNUAL GENERAL MEETINGS

13.1. Annual General Meeting to be Held

The Association shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

13.2. Ordinary Business

The ordinary business of the Annual General Meeting shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) receive from the Board, reports upon the transactions of the Association during the last preceding year;
- (c) receive notification of the election of the Elected Board Members;
- (d) declare Life Members;
- (e) receive and consider the statement submitted by the Board in accordance with the Act.

13.3. Special Business

The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

13.4. Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

13.5. Entitlement to Vote

The only persons entitled to vote at Annual General Meetings of the Association shall be the Affiliated Associations.

13.6. Other General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with the provisions of this Constitution.

14. SPECIAL GENERAL MEETINGS

14.1. Special General Meetings May be Held

The Board may, whenever it thinks fit convene a Special General Meeting of the Association.

14.2. Request for Special General Meetings

- (a) The Board shall on a request in writing of not less than 50% of Affiliated Associations convene a Special General Meeting. The Board may also request a Special General Meeting.
- (b) The request for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the request and be

sent to the Senior Officer and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Board does not cause a Special General Meeting to be held within thirty days after the date on which the request is sent to the Association, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than ninety days after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

15. NOTICE OF MEETINGS

15.1. Notice to be Given for General Meetings

The Senior Officer shall, at least twenty eight days before the date fixed for holding a General Meeting, send to each Voting Member at their address appearing in the Register, a notice in writing stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

15.2. Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least thirty days' notice in writing of that business to the Association which shall include that business in a notice calling the next General Meeting after the receipt of the notice.
- (c) A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar effect be moved at a subsequent General Meeting for a period of twelve months. The President shall determine whether a motion is a motion having a similar effect.

16. PROCEEDINGS AT MEETINGS

16.1. Special Business

All business that is transacted at a Special General Meeting or the Annual General Meeting, with the exception of that referred to in this Constitution as the ordinary business of the Annual General Meeting, shall be special business.

16.2. Quorum

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present in person, which includes per medium of a teleconference or other electronic meeting, during the time when the meeting is considering that item.
- (b) Five Members or 50%, whichever is the greater, of the Members personally present constitute a quorum for the transaction of the business at a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:
 - i. if convened upon the requisition of Members, shall be dissolved; and
 - ii. in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternative venue) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than one quarter) shall be a quorum.

17. CHAIRPERSON AT MEETINGS

17.1. President to Chair

The President shall chair each General Meeting of the Association.

17.2. Where President Absent

If the President is absent from a General Meeting or is unwilling to act, the Board Members present shall elect one of their number to preside as chairperson at the meeting.

18. ADJOURNMENT OF MEETINGS

18.1. Chairperson May Adjourn Meeting

The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

18.2. Further Notice

- (a) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (b) Except as provided in Rule 18.2(a), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

19. ALTERATION OF CONSTITUTION

No alteration of this Constitution shall be made except by a three quarters majority of votes recorded in person at a Special General Meeting called for that purpose in accordance with the Act.

20. BOARD

20.1. Powers of Board

- (a) The affairs of the Association shall be managed by the Board constituted under Rule 20.2.
- (b) Subject to this Constitution and the Act, the Board:
 - i. shall control and manage the business and affairs of the Association;
 - ii. may exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - iii. has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

20.2. Composition of Board

- (a) the Board shall consist of:
 - i. five Elected Board Members who shall be elected in accordance with Rule 21 and who must be registered members of an association affiliated with Netball Tasmania;
 - ii. two Appointed Board Members who may be appointed by the Elected Board Members in accordance with Rule 20.4; and
 - iii. two Associate Board Members who may be appointed by the Board in accordance with Rule 20.5.
- (b) The position of President shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting. The appointee will hold the position of President until the conclusion of the next Annual General Meeting following her appointment. A Board Member may be re-appointed as President.
- (c) The position of Finance Director shall be appointed by the Board from amongst its number as soon as practicable after each Annual General Meeting. The appointee will hold the position of Finance Director until the conclusion of the next Annual General Meeting following her appointment. A Board Member may be re-appointed as Finance Director.

20.3. Term of Elected Board Members

- (a) Each Elected Board Member, shall hold office until the second Annual General Meeting following the declaration of her election, but is eligible for re-election.
- (b) For each two-year interval, three Elected Board Members shall be elected in the first year and two Elected Board Members shall be elected in the second year.
- (c) Should any adjustment to the term of Elected Board Members elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately one third of the Elected Board Members retiring each year.

20.4. Appointed Board Members

- (a) The Elected Board Members may appoint two Appointed Board Members and may from time to time cancel any such appointment.
- (b) The Appointed Board Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which complement the Board composition, but need not have experience in or exposure to Netball. The Appointed Board Members do not need to be registered members of an association affiliated with Netball Tasmania;
- (c) The Appointed Board Members may be appointed by the Elected Board Members in accordance with this Constitution for a term of one year, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the next Annual General Meeting.
- (d) Appointed Board Members have all the rights and responsibilities of elected Board Members.

20.5. Associate Board Members

- (a) The Board may appoint up to two Associate Board Members and may from time to time cancel any such appointment. Associate Board Members do not need to be registered members of an association affiliated with Netball Tasmania.
- (b) Associate Board Members may be appointed by the Board for a term of up to one year.
- (c) Associate Board Members do not have right to vote at any meeting of the Board.

20.6. Casual Vacancy

In the event of a casual vacancy in the office of any Elected Board Member, the Board may appoint a Member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of her appointment.

20.7. Transitional Provisions

Notwithstanding any other rule of this Constitution, the following transitional arrangements shall apply from the date of adoption of this rule.

- (a) The Board Members who held office immediately prior to the adoption of this rule shall continue their current term of office (under the terms of this Constitution) until the expiration of that term.

- (b) For the avoidance of doubt, the purpose of this transitional provision is to ensure that the change of Board composition takes effect from the Association's Annual General Meeting in 2014.
- (c) From the Association's Annual General Meeting in 2014, the election and appointment of Board Members will continue to take place as set out in rule 20.3, 20.4 and 20.5 of this Constitution and this rule will be null and void.

21. ELECTION OF ELECTED BOARD MEMBERS

21.1. Nominations of Candidates

- (a) The Senior Officer shall call for nominations six weeks before the date of the Annual General Meeting. All Voting Members shall be notified of the call for nominations.
- (b) Nominations of candidates for election as Elected Board Members, shall be:
 - i. made in writing, signed by two Members and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination). The nominee must be a registered member of an Affiliated Association;
 - ii. delivered to the Senior Officer by the date specified on the call for nominations.
- (c) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected at the Annual General Meeting and further nominations shall be called for. When calling for further nominations, the returning officer shall establish a timetable for nomination, voting and declaration of the vote at the Annual General Meeting.
- (d) If the number of nominations exceeds the number of vacancies to be filled, the returning officer shall prepare and send a ballot paper to each Member one month before the date set for the close of voting.
- (e) The order on the ballot paper shall be determined by lot.
- (f) The Member shall strike out the names of candidates on the ballot paper, so as to leave remaining the required number of names of candidates who the Member is supporting.

- (g) Completed ballot papers must be received at the address set out in the call for nominations by 5.00pm on the day fixed by the returning officer which must be 7 days before the date of the Annual General Meeting.
- (h) The returning officer shall count the votes and report the results to the Annual General Meeting.

21.2. Returning Officer

- (a) The Board shall appoint, on such terms and conditions as it sees fit, a person to be returning officer for the election of Elected Board Members. The returning officer shall not be a Member or a member of the immediate family of a candidate for election.
- (b) No persons other than the returning officer shall be entitled to see any voting paper and the returning officer shall not disclose to any person the way in which any Voting Member has voted.
- (c) The decision of the returning officer on any matter relating to the elections is final and no appeal shall be made from that decision.

22. VACANCY ON THE BOARD

22.1. Grounds for Termination of Board Member

For the purposes of this Constitution, the office of a Board Member becomes vacant if the Board Member:

- (a) in the case of an Elected Board Member, ceases to be a registered member of an Affiliated Association;
- (b) becomes insolvent, or under administration within the meaning of the Corporations Act;
- (c) resigns her office by notice in writing given to the Association;
- (d) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) fails to attend three consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for such absence.

22.2. Removal of Board Member

- (a) The Association in a Special General Meeting may by resolution remove any Board Member, before the expiration of his or her term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first mentioned Board Member.
- (b) Where the Board Member to whom a proposed resolution referred to in Rule 22.2(a) makes representations in writing to the Senior Officer or the President and requests that such representations be notified to the Members, the Senior Officer or the President may send a copy of the representations to each Member or, if they are not so sent, the Board Member may require that they be read out at the meeting, and the representations shall be so read.

23. LEAVE OF ABSENCE

23.1. Grant of Leave of Absence

The Board may grant leave of absence to a Board Member for a period not exceeding three months, on the submission of a written application for such leave to the Senior Officer or the President.

24. QUORUM AND PROCEDURE AT BOARD MEETINGS

24.1. Convening a Board Meeting

- (a) The Board shall meet as required, but shall meet on at least five occasions in each year.
- (b) Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence) not less than five days' written notice of the meeting of the Board shall be given to each Board Member.
- (c) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Board Member by:
 - i. delivering it to that Board Member personally;
 - ii. sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched);in accordance with the Board Member's last notified contact details, and no other business shall be transacted at such a meeting.

24.2. Quorum

- (a) Four voting Board Members shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or some other time agreed by all Board Members present.
- (c) The Board may act notwithstanding any vacancy.

24.3. Procedures at Meetings

- (a) At meetings of the Board:
 - i. the President shall chair the meeting;
 - ii. if the President is absent or unwilling to act, the Board shall appoint one of its members to chair the meeting.
- (b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a Board Member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (c) Each Elected Board Member and Appointed Board Member present at a meeting of the Board (including the person presiding at the meeting) is entitled to one vote and in the event of an equality of votes on any question, the President may exercise the second or casting vote.
- (d) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Board Members, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board Members may be held where one or more of the Board Members is not physically present at the meeting, provided that:
 - i. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - ii. notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that the Board Members are not required to be present in person;

- iii. in the event that a failure in communications prevents condition (i) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
- iv. any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

24.4. Minutes

The Senior Officer shall keep minutes of the resolutions and proceedings of each General Meeting and Board meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

24.5. Board Members' Interests

A Board Member is disqualified by holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Board Member is in any way interested will be voided for such reason.

24.6. Disclosure of Interests

The nature of the interest of such Board Member must be declared by the Board Member at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Board Member becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested.

24.7. General Disclosure

A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 24.6 as regards such Board Member

and the said transactions. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

24.8. Recording Disclosures

It is the duty of the Senior Officer to record in the minutes any declaration made or any general notice as aforesaid given by a Board Member in accordance with Rules 24.6 and 24.7.

24.9. Conflicts

A Board Member, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Board Member is interested. If the Board Member votes, the vote shall not be counted.

25. DELEGATED POWERS AND DUTIES

25.1. Senior Officer

- (a) The Senior Officer shall act as public officer of the Association and shall be appointed by the Board, for such term and upon such conditions as the Board thinks fit. If the Senior Office is unable to act as public officer, the Board shall appoint another person to this role. The Senior Officer shall not be a Board Member and subject to any contrary determination by the Board, shall be entitled to attend and participate in debate but not vote at all meetings of the Board.
- (b) The Senior Officer shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members.

25.2. Sub-Committees

- (a) The Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such sub-committee or sub-committees as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such sub-committee.
- (b) The Board shall determine in writing the duties and powers afforded to any sub-committee and the sub-committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.

- (c) A Board Member or the Senior Officer shall be ex-officio members of any sub-committee so appointed.
- (d) The proceedings for any sub-committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in Rule 24.
- (e) Within 7 days of any meeting of any sub-committee, the sub-committee shall send a copy of the minutes and any supporting documents to the Senior Officer.

26. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this Rule applies to disputes under this Constitution between:
 - i. a Member and another Member; or
 - ii. a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement:
 - A. in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - B. in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Tasmania (Department of Justice).
- (e) A Member can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute or is related to or has an interest in the affairs of a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:

- i. give the parties to the mediation process every opportunity to be heard; and
 - ii. allow due consideration by all parties of any written statement submitted by any party; and
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
 - (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27. SOURCES OF FUNDS

The funds of the Association shall be derived from Annual Subscriptions, donations and such other sources as the Board determines and the Board has the power to set, raise, charge, and recover any of the same.

28. APPLICATION OF INCOME

- (a) The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association as set out in this Constitution.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

29. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques and other negotiable instruments shall be authorised in such other manner approved by the Board from time to time.

30. COMMON SEAL

- (a) The common seal of the Association shall be kept in the custody of the Public Officer.

- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Board Members or one Board Member and the Public Officer.
- (c) A Board Member may not sign a document to which the seal of the Association is fixed where the Board Member is interested in the contract or arrangement to which the document relates.

31. BY-LAWS

In addition to powers given elsewhere to the Board to make by-laws, the Board shall also have power from time to time to make, alter, amend and repeal any or all such by-laws as it may deem necessary for the proper conduct and management of the Association. provided that no by-laws shall be inconsistent with or shall affect or repeal anything contained in the Constitution and that any by-laws may be set aside by a special resolution of any Annual General Meeting or Special General Meeting of the Association.

32. NOTICE OF BY-LAWS

The Board shall adopt such means as it shall deem sufficient to bring to the notice of members of the Association all by-laws, amendments and repeals of same including delivering of a copy thereof to the Affiliated Associations , and all such by-laws so long as they shall be in force, shall be binding upon all members of the Association.

33. COMPLIANCE WITH CONSTITUTION

It shall be the duty of all members to observe and comply with the Constitution clauses for the time being and all by-laws made by the Board thereunder.

34. DISSOLUTION

- (a) In the event of the Association being wound up, the liability of the Member shall be limited to any outstanding monies due and payable to the Association, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some

other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Tasmania as may have or acquire jurisdiction in the matter.

35. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act.

36. INDEMNITY

- (a) Every Board Member or manager of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as Board Member or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court.
- (b) The Association shall indemnify its Board Members and employees against all damages and costs (including legal costs) for which any such Board Members or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i. in the case of a Board Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
 - ii. in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

37. SERVICE OF NOTICES

- (a) Notices may be given to Members by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's address or facsimile number or electronic mail address shown in the Register.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

38. CUSTODY OF BOOKS AND OTHER DOCUMENTS

Except as otherwise provided in this Constitution, the Senior Officer shall keep in her custody or control all books, documents and securities of the Association.

--- ENDS ---

Adopted by Special Resolution on: 17th December 2013