

SOUTH AUSTRALIAN NETBALL ASSOCIATION INC.

CONSTITUTION AND RULES

South Australian Netball Association Inc.
Constitution

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South Australian Netball Association Inc.**1. Definitions and Interpretation****1.1 Definitions**

- 1.1.1 **Act** shall mean the *South Australian Associations Incorporations Act 1985* and as amended;
- 1.1.2 **Annual General Meeting** means an Annual General Meeting of Members of the Association convened under Rule 23.1;
- 1.1.3 **Association** shall mean South Australian Netball Association Inc trading as Netball SA;
- 1.1.4 **Board** shall mean the Board of Directors referred to in Rule 5 of this Constitution;
- 1.1.5 **Chief Executive Officer** shall mean the Chief Executive Officer of the Association;
- 1.1.6 **President** of the Association is a member of the Board and shall preside at General Meetings and Council Meetings and represent the Association whenever possible or delegate such duties to other members;
- 1.1.7 **Club** shall mean one or more teams wishing to play in interclub matches conducted by the Association through its Divisions or any competition run by or for the Association;
- 1.1.8 **Constitution** shall mean this Constitution;
- 1.1.9 **Council** shall mean the Council of the Association;
- 1.1.10 **Delegate** shall mean a delegate as appointed by Council or Committee of the Association;
- 1.1.11 **Directors** mean a member of the Board and include any person acting in that capacity from time to time appointed in accordance with this Constitution but does not include the Chief Executive Officer;
- 1.1.12 **Divisions**, including Foundation Divisions, shall mean the Divisions admitted to membership of the Association;
- 1.1.13 **General Meeting** means an Annual General Meeting or a Special General Meeting;
- 1.1.14 **Intellectual Property** means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia;

- 1.1.15 **Member Associations** shall mean the Member Associations admitted to membership of the Association;
- 1.1.16 **Members** shall mean the Members of the Association;
- 1.1.17 **Special General Meeting** means any meeting of Members of the Association other than an Annual General Meeting;
- 1.1.18 **Individual Member** means a registered financial member or a natural person who is otherwise recognised by the Association as an Individual Member;
- 1.1.19 **Regulations** shall mean the Regulations (if any) made pursuant to this Constitution of the Association;
- (a) All Regulations made under this Clause shall be binding on the Association and its members.
- 1.1.20 **Voting Members** shall mean those Members who are entitled to vote at meetings of Members of the Association referred to in Rule 23.5.2.
- 1.1.21 **Financial Year** of the Association shall commence on the 1st day of October and end on the 30th day of September each year.

1.2 Interpretation

In these Rules unless the contrary intention appears:

- 1.2.1 words importing the singular number include the plural number and vice versa;
- 1.2.2 words importing the masculine gender include the feminine gender and vice versa;
- 1.2.3 words importing persons including corporations, incorporated associations and unincorporated associations;
- 1.2.4 an expression used in a particular Part or Division of the Act that is given a special meaning for the purposes of that Part or Division, has, in any of these Rules that deals with a matter dealt with by that Part or Division, unless the contrary intention appears, the same meaning as in that Part or Division; and
- 1.2.5 words or expressions contained in these Rules must be interpreted in accordance with the Acts Interpretation Act as in force from time to time.

1.3 Headings

The headings to these Rules are not part of these Rules and do not affect their meaning.

1.4 **References to the Directors**

References in these Rules to any action or decision of the Directors means such action or decision taken by a majority of Directors at a duly convened meeting of the Directors as the Board in accordance with these Rules or by a resolution of Directors passed under Rule 5.15.

2. **Name**

The name of the association is the “**South Australian Netball Association Inc**” trading as “**Netball SA**”.

3. **Objects**

The objects of the Netball SA shall be to:

- 3.1 Conduct, encourage, promote, advance and administer Netball throughout South Australia;
- 3.2 Affiliate, liaise, participate as a member of Netball Australia so Netball can be conducted, encouraged, promoted, advanced and administered in South Australia;
- 3.3 Adopt and accept the playing rules of the International Netball Federation Limited and the interpretation of such rules as determined from time to time by Netball Australia;
- 3.4 Act for its members in all matters pertaining to Netball;
- 3.5 Strive for and maintain government, commercial and public recognition of the Association as the authority of Netball in South Australia;
- 3.6 Promote the health and safety of athletes, officials and other individuals participating in Netball in any capacity;
- 3.7 Promote the improved social, political, economical and health status of women and girls through participation in Netball.

4. **Powers of the Association**

In furtherance of its objects, in addition to the powers conferred upon it by the Act, Netball SA has the powers of a natural person which include without limitation the power:

- 4.1 To raise money by affiliation fees, per capita fees, registration fees, subscriptions and levies and by such other methods as from time to time the Board shall see fit;
- 4.2 To purchase, take or lease, exchange, hire or otherwise acquire any real or personal property which shall be deemed necessary or convenient for any of the objects of the Association;
- 4.3 To invest the monies of the Association not immediately required in such manner as shall be determined by the Board and authorised by law for the investment of trust funds;

- 4.4 To take or hold mortgages, liens and charges to secure payment of the purchase property sold by the Association or any money due to the Association from purchasers and others;
- 4.5 To act for its members in all matters pertaining to Netball to conduct appeals for funds and accept donations, whether of real or personal estate and devises bequests with the power to retain any such devises or bequests in the forms devised or bequeathed;
- 4.6 To employ pay or dismiss employees and consultants as may be deemed necessary for furthering the objects of the Association;
- 4.7 To lay out, construct, build, erect, alter or maintain upon the premises for the time being belonging to or occupied by the Association, playing fields, grandstands, changing rooms and other buildings and improvements incidental thereto and to furnish fit up and maintain for the use of the members of the Association or any of them and if thought fit to provide all the necessary equipment, appliances and conveniences thereof;
- 4.8 To become affiliated with or subscribe to other Associations or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such Association or body;
- 4.9 To appoint agents to act on its behalf;
- 4.10 To do all such other things and acts conducive to the furtherance of the objects and interests of the Association.

5. **Board of Directors**

- 5.1 Subject to the Act and this Constitution the business of the Association shall be managed and controlled by a Board of Directors.
- 5.2 Subject to this Rule 5, the Directors will be such persons as shall be appointed from time to time in accordance with this Constitution.

5.3 **Composition of the Board**

The Board will comprise of not more than ten (10) persons comprising:

- 5.3.1 Eight (8) persons elected by the Council, including the President, in accordance with this Constitution;
- 5.3.2 Not more than two (2) persons appointed by the Directors elected under Rule 5.3.1.
- 5.3.3 The CEO shall attend and speak at Board meetings but is not entitled to vote.

5.4 **Nomination of candidates for election as Directors**

- 5.4.1 Only a natural person may be nominated for appointment as a Director under Rule 5.

- 5.4.2 Nominations for Directors shall be called at least sixty (60) days prior to the date of the Annual General Meeting;
- 5.4.3 The nominations of a person for election as a Director must be:
- (a) made in writing;
 - (b) accompanied by the written consent of the candidate;
 - (c) accompanied by a curriculum vitae of the candidate; and
 - (d) delivered to the Chief Executive Officer by the date specified in the notice calling for nominations or if no such date is specified then not more than thirty (30) days after the date of that notice.
- 5.4.4 The election of Directors shall take place at a meeting of Council which must be convened and held before the Annual General Meeting in each year.
- 5.4.5 Voting on all elections shall be by ballot. Where more than two nominations have been received for a position, a preferential voting system shall be used.
- 5.4.6 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 if approved by the majority of Members entitled to vote.
- 5.4.7 If there are insufficient nominations received to fill vacancies on the Board, or if a person is not approved by the majority of members under clause 5.4.4 the positions shall be deemed casual vacancies under clause 5.8.
- 5.5 All Directors must ordinarily reside in Australia.
- 5.6 **Term of office of Director and Rotation of Directors**
- 5.6.1 A Director will hold office for a term commencing at the conclusion of the Annual General Meeting following the date of his/her election as a Director by the Council and ending at the conclusion of the second Annual General Meeting following the date of such election.
- 5.7 **Retiring Director eligible for reappointment**
- Subject to Rule 5.6.1 a Director whose appointment is about to expire is eligible to be nominated for reappointment.
- 5.8 **Casual Vacancy on Board**
- Any casual vacancy on the Board caused by the death, resignation or removal of any Director, or by virtue of Rule 5.4.7, will be filled by the Council. Any Director appointed to fill a casual vacancy on the Board will

hold that position only for the balance of the term of the Director who he/she was appointed to replace.

5.9 **Office of Director becomes vacant**

The office of Director becomes vacant if the Director:

- 5.9.1 Is made bankrupt or enters into any composition or scheme of arrangement or executes any Deed of Assignment or Deed of Arrangement under the Bankruptcy Act of the Commonwealth;
- 5.9.2 Ceases or becomes prohibited from being a Director by reason of the Act or an order made under the Act or by reason of the *Companies Act 2001* (Cth) or an order made under that Act;
- 5.9.3 Dies or becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or by reason of physical infirmity becomes incapable of managing his or her own affairs;
- 5.9.4 Resigns his or her office by notice in writing to the Association;
- 5.9.5 Having been appointed for a term, the term for which the Director was appointed has expired;
- 5.9.6 Is absent without consent of the Board from meetings of the Board held during a period of six (6) months;
- 5.9.7 Holds any office of employment with the Association;
- 5.9.8 Is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- 5.9.9 In the opinion of the Board (but subject always to the Constitution):
 - (a) Has acted in a manner unbecoming or prejudiced to the Objects and interests of the Association; or
 - (b) Has brought the Association into disrepute;
- 5.9.10 Is removed by Special Resolution passed by Members in general meeting; or
- 5.9.11 Would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001*;

5.10 **Board may act**

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

5.11 **Chairperson**

The Board must appoint one of its Members to be the Chairperson of meetings of the Board. If the Chairperson is or will be absent from any meeting he must nominate another member of the Board to be the Chairperson of that meeting. If the Chairperson does not make that nomination the members of the Board present must appoint from their number another person to be the Chairperson of that meeting.

5.12 **Quorum empowered to exercise powers of Board**

A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions which are vested in or exercisable by the Board under these Rules or otherwise.

5.13 **Committees of Directors**

The Board may delegate any of its powers to committees consisting of such number of its members, and/or of such other persons, as it may decide, and may revoke such delegation. Any committee so formed must in the exercise of the powers so delegated to it conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members will be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Board (with such modifications as the circumstances require) so far as the same are not inconsistent with any regulations made by the Board. Where a committee consists of two or more members, a quorum shall be half of its members plus one.

5.14 **Defects in appointment or qualification of Director**

All acts done at any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, despite the fact that it may afterwards be discovered that there was some defect in the appointment of the Director or of the committee or of the person acting, or that any Director was disqualified or not entitled to vote, be as valid as if every such person or committee had been properly appointed.

5.15 **Written resolution approved by Directors same as majority vote at meeting**

A resolution in writing approved by a majority of Directors entitled to receive notice of a meeting of the Board being not less than the number of Directors required to constitute a quorum shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such approval may be in writing or may be by email or by facsimile to the Offices of the Association or such other address as may be notified.

5.16 **Further provisions regarding written resolutions**

Without limiting the generality of Rule 5.15:

- 5.16.1 If a majority of the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms will be

deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which document was last signed by a Director or, if Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director;

5.16.2 For the purposes of Rule 5.16.1, two or more separate documents containing statements of identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents; and

5.16.3 A reference in Rule 5.16.1 to a majority of Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

6. Powers and Duties of Directors

6.1 Directors have powers of Netball SA

Subject to the Act and to these Rules, the management and control of the business and affairs of the Association is vested in the Directors as the Board and the Directors may exercise all such powers and do all such acts and things as may be exercised or done by a natural person, and as the Association is authorised or permitted to exercise and do under the Act or otherwise and which are not by these Rules or by statute directed or required to be exercised or done by the Association in general meeting and in particular and without limitation may:

6.1.1 Perform all such lawful acts and things as appear to the Board to be essential or desirable for furtherance of its object and for the proper management of its affairs; and

6.1.2 Make regulations, by-laws and standing orders not inconsistent with these Rules and alter vary or add to such regulations, by-laws and standing orders. Any alterations or variations or additions made to such regulations, by-laws and standing orders will, unless otherwise determined by the Directors, come into effect on the day of the passing of the resolution of the Directors whereby such regulations, by-laws or standing orders or any alteration or addition to them is made.

6.2 Directors may appoint attorney or agent

The Directors may, by resolution, power of attorney under seal or other written document, appoint any person or persons to be the attorney or agent of the Association for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors, and for such period and subject to such conditions as they think fit. Any such appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him or her.

7. **Proceedings of Directors**

7.1 **Meetings of Directors**

7.1.1 The Directors may meet together as the Board for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit.

7.1.2 In addition to any meetings convened under Rule 7.1.1 a meeting of the Board:

(a) May be convened by the Chairperson at anytime upon giving not less than 24 hours notice of such meeting;

(b) Must be convened upon a request in writing being made and signed by not less than two (2) Directors and must specify the business to be discussed at that meeting;

(c) Any meeting convened under Rule 7.1.2(b) must be held on a date which is not less than fourteen (14) days after receipt of the request in writing referred to in that Rule.

7.1.3 Without limiting the discretion of the Directors to regulate their meetings under Rules 7.1.1 and 7.1.2, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference will, despite the fact that the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of Directors apply so far as they are capable of application to such conferences.

7.2 **Quorum**

The quorum for a meeting of the Board will be one more than one half of the number of Directors in office at the time of that meeting.

7.3 **Notice of meetings of Directors**

Notice of every Directors' meeting must be given to each Director who is within Australia but it is not necessary to give such notice to any Director who is outside Australia except in the case of a meeting convened under Rule 7.1.2(c) an agenda for each meeting of Directors must be sent to each Director not less than four (4) days prior to the relevant meeting.

7.4 **Votes at meetings of Directors**

Questions arising at any meeting of the Directors will be decided by a majority of votes and, subject to the provisions of Rule 7.5, each Director will be entitled to cast one vote.

7.5 **Casting vote for President**

In case of an equality of votes on any resolution put to a meeting of Directors the President shall have a casting vote.

7.6 **Conflict and Disclosure of Interest**

A Director shall declare his/her interest in any:

7.6.1 contractual matter;

7.6.2 selection matter;

7.6.3 disciplinary matter;

7.6.4 financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself/herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

The nature of the interest of such Directors must be declared by the Directors at the meeting of the Board at which the relevant matter 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 Director becomes interested in a matter after it is made or entered into the declaration of interest must be made at the first meeting of the Board held after the Director becomes so interested.

All disclosed interest must be disclosed to each Annual General Meeting in accordance with the Act.

8. **The Council**

8.1 **The Council**

The Council shall consist of:

8.1.1 The President.

8.1.2 Three delegates nominated by each Division.

8.1.3 Two delegates nominated by the Coaches and Umpires Association, one of whom shall represent coaches and the other of whom will represent umpires.

8.1.4 One delegate from each Member Association.

8.1.5 Two delegates to the All Australia Netball Association appointed by the Council.

8.2 Powers of the Council

The Council:

- 8.2.1 Shall be consulted by the Board concerning any matter which the Board may deem relevant to refer to the Council for advice, including without limitation any Board objectives, and the annual budget and business plan.
- 8.2.2 Subject to the powers of the Board relating to the management and control of the business affairs of the Association, it is responsible for the recommendation of policies governing the playing of netball within the jurisdiction of the Association.
- 8.2.3 Shall cause minutes to be kept of all proceedings of Council meeting.
- 8.2.4 Shall advise the Board on any matter referred to it by the Board for advice.
- 8.2.5 Shall adjudicate on any matter referred to it by the Board for adjudication.
- 8.2.6 Shall receive and consider reports from the Board and from Divisions, Member Associations, and such other Committees as the Board deems appropriate.
- 8.2.7 May make recommendations to the Board in relation to any matter which may affect the Association.
- 8.2.8 May make recommendations to the annual general meeting concerning the appointment of Life Members of the Association.

8.3 Meetings of Council

- 8.3.1 Council shall meet not less than four times per year.
- 8.3.2 At least 14 days notice of any Council Meeting shall be given to Members of the Council.
- 8.3.3 Notice of such meeting shall set out time and place of such meeting and particulars of the nature and order of business to be transacted at that meeting.
- 8.3.4 The only persons entitled to attend meetings of the Council will be Members of Council referred to in Rule 8.1 and the Members of the Board. If a member of Council is unable to attend, the Division or Association may nominate, in writing, a proxy for that meeting.

8.4 Proceedings of Meetings

- 8.4.1 No business shall be transacted at any meeting of Council unless a quorum is present at the time when the meeting proceeds to business. A quorum for all meetings of Council will be a simple

majority of those delegates entitled to attend and vote at the meeting.

- 8.4.2 The President shall be the Chairperson of all meetings of the Council. In the absence of the President, the Council will nominate another of its Members to chair the meeting.

8.5 **Voting at Council Meeting**

- 8.5.1 Each of the persons referred to in Rule 8.1 shall be entitled to one vote in any matter put before a meeting of Council for resolution. No other person is entitled to vote at such meeting.

- 8.5.2 The Chairperson of the meeting shall have a casting vote only.

- 8.5.3 It is specifically provided that no Board Member attending a Council meeting will be entitled to a deliberative vote.

9. **Members**

The Members of the Association shall comprise of:

9.1 **Categories of Membership**

Until otherwise decided by the Association in General Meeting the Members of the Association shall comprise of the following classes or categories:

- 9.1.1 Divisions as described in Rule 10.
- 9.1.2 Member Associations as described in Rule 11.
- 9.1.3 Honorary Associations as described in Rule 12.
- 9.1.4 Coaches and Umpires as described in Rule 13.
- 9.1.5 Individual Members as described in Rule 14.
- 9.1.6 Life Members as described in Rule 15.

9.2 **Creation of New Categories**

The Association in General Meeting may create new categories of membership from time to time with such rights privileges and obligations attached as the Association in General Meeting shall determine.

10. **Divisions**

- 10.1 A Division is any body which organises a program of inter-club netball matches on behalf of the Association.
- 10.2 Foundation Divisions refer to the Adelaide Metropolitan Netball Division and City Night Division, which are the subsidiary Associations under the former Constitution of the South Australian Netball Association. Foundation Divisions shall remain as Foundation Divisions as long as they

want to provided they maintain the required number of players. Foundation Divisions shall not be accepted after 30 June 1978.

11. **Member Association**

A Member Association is any body which organises and controls its own netball competitions and which also controls and manages its own affairs and oversees the affairs of clubs.

12. **Honorary Association**

An Honorary Association is an educational body which conducts and controls a netball competition for primary and/or secondary students and which controls and manages its own affairs and oversees the affairs of its members.

13. **Coaches and Umpires**

Are persons who are members of the Coaches/Umpires Association.

14. **Individual Member**

An Individual Member is a person who has had involvement, either past or present, in the sport of netball who makes application for and is accepted as an Individual Member of the Association.

15. **Life Member**

A Life Member is a person who has been recognised by the Association for a significant and outstanding voluntary contribution to the affairs of the Association.

16. **Admission to Membership**

16.1 Any person association or organisation who or which desires to be admitted to membership of the Association must apply for such Membership in the category to which such person association or organisation desires to be admitted to Membership.

16.2 As soon as possible after the receipt of any Application for Membership but in any event not later than 14 days after the receipt of the same, the Chief Executive Officer shall refer such Application to the Board which shall consider it having reference to these Rules and any relevant Regulations.

16.2.1 As soon as possible after an Application has been approved or rejected by a simple majority of the Board, and in any event within 14 days the Board has made such decision, the Chief Executive Officer shall notify an applicant for Membership in writing of the approval or rejection of such Application.

16.2.2 Life Members shall be appointed at an Annual General Meeting of the Association on a Resolution passed by not less than two-thirds of those Members present and entitled to vote at that meeting. Any person so appointed to be a Life Member shall, during the continuance of his/her life, be entitled to all the rights and privileges of Membership of the Association.

17. **Register of Members**

A Register of Members of the Association must be kept by the Association which Register must contain the name and address and contact details of each Member so entered, the date upon which such Member was admitted to Membership of the Association and, if applicable, the date and reason(s) for the termination of such Membership.

18. **Effect of Membership**

All Members:

18.1 Will be bound by this Constitution and any Regulations and any other determination which may be passed by the Board or the Association in General Meeting; and

18.2 Will be entitled to all benefits and services of the Association.

19. **Cessation of Membership**

A Member shall cease to be a Member of the Association in the event of:

19.1 In the case of a natural person:

19.1.1 The resignation of such Member.

19.1.2 The death of such Member.

19.2 In the case of a Member other than an individual person in the event of:

19.2.1 Resignation.

19.2.2 The winding up of the Division or Member Association as the case may be.

19.3 The Division, Member Association or Individual Member ceases to comply in any respect with the qualifications for Membership set out in this Constitution.

19.4 A Division, Member Association or Individual Member fails for any reason to pay any subscription, fee or levy expense or other debt to the Association within a period of 60 days from receipt by such Division, Member Association or Individual Member of a notice in writing requesting payment of same.

19.5 **Effect of Cessation of Membership**

- 19.5.1 The cessation of Membership of a Division, Member Association or Individual Member under Rules 19.1.1, 19.2.1, 19.3 or 19.4 does not relieve such Division, Member Association or Individual Member from the obligation for any fees, subscriptions and/or levies incurred up to the time of such cessation.

20. **Subscriptions and Fees**

The Annual Membership Fee (if any) and any levy which might be payable by Members to the Association, the basis of, the time for and manner of payment of which shall be set by the Board upon the recommendation of the Council failing which the current year's membership fees and levies will continue to apply.

21. **Discipline**

- 21.1 Where the Board has been advised of allegations or considers that a Member has:

21.1.1 Breached, failed, refused or neglected to comply with the provisions of this Constitution and the Regulations (if any) or any resolution or determination of the Board; or

21.1.2 Acted in a manner unbecoming of a Member or a manner prejudicial to the purposes and best interests of the Association and/or the sport of Netball; or

21.1.3 Brought the Association or any other Member of Netball SA into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member and that Member will also be subject to and submit unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in the Regulations.

- 21.2 The Board may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such Judiciary Committee shall operate in accordance with the procedures set out in the Regulations but subject always to the Act.

22. **Membership Conditions**

22.1 **Membership – No Transfer**

A right, privilege or obligation conferred or imposed on a person by reason of his, her or its Membership of Netball SA:

22.1.1 Is not capable of being transferred or transmitted to another person; and

22.1.2 Terminates upon the cessation of his, her or its Membership whether by death, resignation or otherwise.

22.2 **No Claims**

A person or organisation who/which ceases to be a Member of Netball SA for any reason will have no claim whatsoever against Netball SA or any Member or Office Holder of Netball SA or upon any monies, properties, credits or other assets of the Netball SA.

23. **General Meetings of the Association**

23.1 **Annual General Meeting**

The Directors must, in each calendar year, convene an Annual General Meeting of the Members in accordance with the Act.

23.2 **Time of Annual General Meeting**

The Annual General Meeting shall be held, on a day and at a place to be set by the Board, which shall be no later than five (5) months after the end of the Association's financial year.

23.3 **Notice to specify that meeting is Annual General Meeting**

The notice given in accordance with Rule 23.16 of the convening of an Annual General Meeting must expressly specify that the meeting is an Annual General Meeting.

23.4 **Right to attend any General Meeting**

23.4.1 The following persons shall be entitled to receive notice of and to attend any General Meeting:

- (a) Five (5) delegates nominated in writing by each Division;
- (b) Two (2) delegates nominated in writing by each Member Association;
- (c) Two (2) delegates nominated in writing by the Coaches and Umpires Association of whom one shall be a representative of coaches and the other a representative of umpires;
- (d) Life Members;
- (e) Members of the Board;
- (f) Members of Committees of the Association;
- (g) Employees of the Association.

23.5 **Votes of Members**

23.5.1 **Number of votes**

On a show of hands, every Voting Member present in person, at any General Meeting shall, subject to Rule 23.5.2, have one vote:

23.5.2 **Entitlement to vote**

The only persons entitled to vote at any General Meeting of Members of the Association are such of the persons referred to in Rules 23.4.1(a) to 23.4.1(d) inclusive who attend such meeting and the Chairperson of the meeting who shall have a casting vote only.

- 23.6 A delegate nominated under Rules 23.4.1(a) to 23.4.1(c) inclusive shall not represent more than one body.
- 23.7 Notice of the Annual General Meeting shall be given to every Member and Life Member or other Member entitled to receive notice at the address appearing in the Register kept by the Association. The Auditor, Chief Executive Officer and the Directors shall also be entitled to the notice of the Annual General Meeting, which shall be sent to their last notified address.
- 23.8 At least sixty (60) days' notice of an Annual General Meeting shall be given to those Members entitled to receive notice. The notice shall include a request for agenda items and notices of motion.
- 23.9 All business to be included on the agenda to be received by the Association's office not less than thirty days prior to the Annual General Meeting.
- 23.10 The agenda shall be sent to each member not less than twenty-one (21) days prior to that meeting. Such agenda shall include items and notice of motion submitted in accordance with this Constitution.

23.11 **Ordinary business of Annual General Meeting**

The ordinary business of an Annual General Meeting will be to:

- 23.11.1 confirm the minutes of the last Annual General Meeting;
- 23.11.2 receive reports from the Directors on the transactions of the Association during the last financial year;
- 23.11.3 the announcement of Directors and other Office Bearers (if any) of the Association;
- 23.11.4 determine the remuneration (if any) to be paid to Directors;
- 23.11.5 appoint an auditor;
- 23.11.6 consider nominations for Life Members;
- 23.11.7 provide a forum at which Ordinary Members and Life Members attending the Annual General Meeting can ask questions concerning and discuss the business and affairs of the Association; and
- 23.11.8 transact any other business which under these Rules or by the provisions of the Act ought to be or may be transacted at an Annual General Meeting including any matters of which notice has been given under Rule 23.12; and

23.11.9 The chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members at the Annual General Meeting to ask questions about or make comments on the affairs and activities of the Association.

23.12 Special General Meeting

A Special General Meeting is any properly convened meeting of Members other than an Annual General Meeting.

The Board may convene a Special General Meeting of Members of the Association at any time.

23.13 The Board must convene a Special General Meeting upon a requisition in writing of not less than 5 members of Council and the Board shall within two weeks of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

23.14 Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

23.15 If a Special General Meeting is not convened within two weeks as required the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a Notice of Meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

23.16 Notice period for convening general meetings

23.16.1 Subject to Rules 23.8, 23.16.2 and 23.16.3, not less than 14 days' notice of a general meeting must be given to those Members entitled to attend and/or vote at such general meeting.

23.16.2 Where it is proposed to pass a Special Resolution, not less than 21 days' notice of a general meeting must be given to those Members entitled to attend and vote at such general meeting.

23.16.3 A general meeting may be called on shorter notice than that specified in Rules 23.16.1 and 23.16.2 if Voting Members having at least 80% of the votes which may be cast by Voting Members at that meeting agree to do so.

23.17 Contents of notice

A notice of a general meeting must:

23.17.1 specify the place, date and time of meeting;

23.17.2 in the case of special business, specify the general nature of that business.

23.18 Failure to give notice

The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Members will not invalidate any resolution passed at any such meeting.

24. Proceedings at General Meetings**24.1 Special Business**

All business that is transacted at a Special General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specifically referred to in Rule 23.11 as being the ordinary business of the Annual General Meeting is deemed to be special business.

24.2 Quorum for general meeting

24.2.1 The quorum for a general meeting shall be twenty (20) persons entitled to attend and vote at that meeting.

24.2.2 No items of business shall be transacted at any general meeting unless the requisite quorum is present in person during the time when the meeting is considering that item.

24.3 Chairperson of general meeting

The President will preside as Chairperson at every general meeting of the Association, or, if at any general meeting the President is either not present at the time appointed for holding the meeting or is unwilling to act, the President must nominate another member of the Board to be chairperson of that meeting. If the President does not make that nomination, the members of the meeting present must appoint from their number another person to be the Chairperson of that meeting.

24.4 Adjournment of Meetings

24.4.1 If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

24.4.2 The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24.4.3 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

24.5 Voting: show of hands

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hand unless a ballot be requested by any person present.

24.6 Chairperson to have casting vote

In the case of an equality of votes at any General Meeting the Chairperson of the meeting shall have a casting vote.

24.7 Questions decided by majority

Subject to the requirements of the Act and of these Rules in relation to Special Resolutions, a resolution shall be taken to be carried if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution exceeds one half.

24.8 Declaration by chairperson that resolution carried

Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minute Book of the Association will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

24.9 Poll

Five (5) persons present and entitled to vote at any general meeting may demand a poll in relation to any resolution put to such meeting. If a poll is demanded, it shall be held at such place and time and in such manner as the chairperson shall determine.

24.10 Adjournment of general meeting

24.10.1 The chairperson of a general meeting may with the consent of the meeting, and shall if so directed by the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

24.10.2 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

24.10.3 Except as provided in Rule 24.10.2, it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.

25. Proxies

A Member who is entitled to attend and vote at a general meeting of the Association is not entitled to appoint another person to attend and vote instead of the Member at the meeting.

26. **Grievance Procedure**

- 26.1 The Grievance procedure set out in this Rule 26 applies to disputes under these Rules between a Member and another Member; or the Association:
- 26.1.1 All appeals and disputes must be directed to the Chief Executive Officer in conjunction with the Netball SA President, who may either respond to the appeal or dispute or refer it to an independent arbitrator or panel for arbitration.
- 26.1.2 The independent arbitrator or panel shall be appointed by the Board.
- 26.1.3 The Grievance procedure shall be an avenue for all players, appointees and officials of the Association who have strong cause to appeal on grounds of denial of natural justice or alleged misconduct.
- 26.1.4 The Board may prescribe additional grievance procedures in Regulations consistent with this Rule 26.

27. **Status and Compliance**

27.1 **Recognition of the Association**

The Association is a member of Netball Australia and is recognised by Netball Australia as the controlling authority for netball in South Australia subject to compliance with this Constitution and the Netball Australia Constitution and shall continue to be so recognised and shall administer netball in South Australia in accordance with the Objects.

27.2 **Compliance of the Association**

- 27.2.1 Members acknowledge and agree that the Association shall:
- (a) be or remain incorporated in South Australia;
 - (b) apply its property and capacity solely in pursuit of the Objects;
 - (c) do all that is reasonably necessary to enable the Objects to be achieved;
 - (d) act in good faith and loyalty to ensure the maintenance and enhancement of Netball, its standards, quality and reputation for the benefits of the Members and Netball.
- 27.2.2 The Association and the Members by becoming Members acknowledge and agree:
- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and Netball are to be conducted, promoted, encouraged, advanced and administered throughout South Australia; and

- (b) to ensure the maintenance and enhancement of Netball, its standards, quality and reputation for the benefit of the Members and Netball.

28. Constitution of Member Associations

Each Member Association must:

- 28.1 be or remain incorporated in South Australia under the *Associations Incorporation Act*;
- 28.2 nominate a Delegate annually to attend Council Meetings, and shall inform the Association of the details of that person accordingly;
- 28.3 provide the Association with an Annual Report as soon as practicable after their Annual General Meeting;
- 28.4 recognise the Association as the authority for netball in South Australia and Netball Australia as the National Authority for netball;
- 28.5 adopt and implement such Communications and Intellectual Property Policies as may be developed by the Association from time to time;
- 28.6 have regard to the Objects in any matter pertaining to netball; and
- 28.7 provide copy of its constitution and amendments.

29. Divisions and the Coaches/Umpires Association

All Divisions and the Coaches/Umpires Association must:

- 29.1 nominate Delegates annually to attend Council Meetings and shall inform the Association of the details of those persons accordingly;
- 29.2 provide the Association with an Annual Report as soon as practicable after their respective Annual General Meetings;
- 29.3 recognise the Association as the authority for netball in South Australia and Netball Australia as the National Authority for netball;
- 29.4 adopt and implement such Communications and Intellectual Property Policies as may be developed by the Association from time to time; and
- 29.5 have regard to the Objects in any matter pertaining to netball.

30. Other Netball Bodies

Other Netball bodies which associate with or which are recognised by the Association must:

- 30.1 provide the Association with an Annual Report as soon as practicable after their Annual General Meeting;
- 30.2 recognise the Association as the authority for netball in South Australia and Netball Australia as the National Authority for netball;

30.3 adopt and implement such communications and intellectual property policies as may be developed by the Association from time to time; and

30.4 have regard to the objects of the Association in any matter concerning or pertaining to netball.

31. Alteration to Constitution

31.1 These Rules may not be amended repealed or replaced except by a Special Resolution of the Voting Members of the Association present and voting at a General Meeting.

32. Application of funds

The income and property of the Association must be applied towards the promotion and furtherance of its objects and no part of such income or property may be paid or transferred directly or indirectly by way of bonus, gratuity or otherwise to any Member, except however that nothing contained in this clause shall prevent payment or remuneration in good faith to any Member or other person in return for any services actually rendered to the Association.

33. Common Seal

33.1 Custody of Seal

The Common Seal of the Association must be kept in the custody of the Chief Executive Officer of the Association at the Association headquarters.

33.2 Use of Seal

The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signature either of two Directors or one Director and the Chief Executive Officer.

34. Winding Up and Distribution of Surplus Assets

34.1 The Association may be dissolved by a Special Resolution of Voting Members.

34.2 If, upon the dissolution or winding up of the Association, there remains after satisfaction of all of its debts and liabilities, any property whatsoever, the same must not be paid or distributed amongst the Members of the Association but, if and so far as it can be done, must be given or transferred to some other institution or institutions, body or bodies having similar objects to the Association having Rules which prohibit the distribution of its assets and income to Members.

Such institution or body shall be determined by the Voting Members of the Association at or before the time of dissolution or winding up or in default of such determination, by a Judge of such Court in South Australia as may have jurisdiction in the matter.

35. Audit**35.1 Appointment of Auditor**

An auditor must be appointed by the Voting Members at the Annual General Meeting.

35.2 Accounts to be examined

The accounts of the Association must be examined annually by the auditor, who must certify as to the truth and fairness of the balance sheet, profit and loss account accompanying the accounts and schedules to be submitted to the annual general meeting.

35.3 Limitations on auditor

A person carrying out the duties of auditor must not be a Member of the Association, nor be a person who is interested in any transactions of or with the Association.

36. Inspection of Records

The Directors may determine whether and to what extent, and at what time and places, and under what conditions the accounting records and other documents of the Association will be open to the inspection of Members or their delegate, and a Member does not except as provided by law or as may be authorised by the Directors have the right to inspect or to require or receive any information or to require discovery of any record or document of the Association or any information respecting any detail of the Association's affairs including any matter which is or may be in the nature of a trade secret or confidential information relating to the conduct of the business of the Association.

37. Indemnity

To the maximum extent permitted by law, the Association shall indemnify and keep indemnified every Member, Director, employee and member of any Committee appointed pursuant to these Rules, out of the property of the Association against all actions, claims, suits, judgments, liabilities, damages, demands, losses, costs, charges and expenses (including legal expenses) whatsoever which he or she may directly or indirectly incur or be put to as a Member, Director, employee or member of any Committee appointed pursuant to these Rules of the Association.

38. Matters Not Dealt With

Any matter of any kind whatsoever concerning the furtherance of Netball or the Objects of the Association or any matter ancillary or incidental thereto which is not dealt with or provided for in these Rules may be dealt with in such manner as the Board determines.

39. Notices**39.1 Method of service of notices**

A notice may be served by the Association upon any Member by any of the following methods:

- 39.1.1 by serving it upon the Member personally;
- 39.1.2 by leaving it at the Member's address as recorded in the Register of Members;
- 39.1.3 by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Member's address as recorded in the Register of Members; or
- 39.1.4 by sending it by facsimile transmission to the last facsimile number, or by email to the last email address, of which the Member has given notice to the Association.

39.2 Time of service by post

Any notice sent by post shall be deemed to have been served on the second business day following that on which the letter, envelope or wrapper containing the same is posted as aforesaid and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by the Chief Executive Officer or other officer of the Association that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

39.3 Time of service by facsimile or email transmission

Any notice sent by facsimile or email transmission shall be deemed to have been served on the day that on which the facsimile or email is transmitted. In proving such service it shall be sufficient to prove that the facsimile or email was properly addressed and transmitted. A certificate in writing signed by any Director, or officer of the Association that such facsimile or email was so addressed and transmitted shall be conclusive evidence of such transmission except in the case of manifest error.

40. Transitional Provisions

Upon the adoption of the Rules contained in this Constitution, subject to Rule 40.1 to 40.2 these Rules will come into force and have effect as the Constitution and Rules of the Association immediately following the conclusion of the Special General Meeting at which they were adopted except that:

- 40.1 The President shall retire at the conclusion of the second Annual General Meeting next following the Special General Meeting at which this Constitution and Rules are adopted, and such election will be conducted in accordance with Rule 5.4.
- 40.2 At the conclusion of the Special General Meeting at which this Constitution and Rules were adopted the Vice President will cease to hold that title but will continue as a Member of the Board holding the position of Director until his/her retirement at the conclusion of the Annual General Meeting next following the Special General Meeting at which this Constitution and Rules are adopted.

