



**CONSTITUTION**

**OF**

**ST IVES NETBALL CLUB INCORPORATED**

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## Part 1 - Preliminary

### 1. Name of Club and Affiliation

- (1) The Club shall be called St Ives Netball Club Incorporated and shall be affiliated to:
- (a) Ku-ring-gai Netball Association Inc (hereinafter called "KNA"); and
  - (b) New South Wales Netball Association Limited (hereinafter called "Netball NSW").

### 2. Definitions

- (1) In this constitution:

**Ordinary Committee Member** means a member of the Management Committee who is not an office-bearer of the Club.

**the Act** means the *Associations Incorporation Act 2009 (NSW)*.

**the Club** means the St Ives Netball Club Incorporated

**the Management Committee** means the committee referred to in part 3 of this constitution.

**the Regulation** means the *Associations Incorporation Regulation 2022 (NSW)*.

- (2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### 3. Club Colours

- (1) The Club colours shall be sky blue, navy blue, and white.

### 4. Objects of the Club

- (1) The objectives of the Club shall be to:
- (a) further the interests of the Club members and others in the game of netball;
  - (b) support the KNA, Netball NSW and other organisations as decided by the Management Committee from time to time;
  - (c) encourage sportsmanship between Club members and towards others; and
  - (d) to select and manage teams in an encouraging and positive environment, free of discrimination based on gender, religion, race or ethnicity, and solely for the purposes of furthering the interests of the sport of netball and the Club generally.

### 5. Statement of Values

- (1) The Club values teamwork, integrity, respect, inclusivity, and enjoyment in the pursuit of excellence in netball and community spirit.

## Part 2 - Membership

### 6. Application for membership

- (1) Application for membership shall:
- (a) be made in writing or electronically by the application form supplied by the Club, and

- (b) lodged with the Secretary of the Club together with any membership fee payable.
- (2) The Management Committee may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (3) No person financially indebted to or under suspension by Netball NSW or any other affiliated netball club shall knowingly be admitted to membership or allowed to use the Club facilities.

## **7. Membership categories**

- (1) Membership shall include the following:

- (a) ordinary playing member:

- (i) must have reached or will reach the age of 18 by December 31 in the year of play;
- (ii) is entitled to vote on all matters at the annual general meeting and any special general meetings;
- (iii) may hold any position in the Club; and
- (iv) is entitled to act as a delegate of the Club at KNA or Netball NSW meetings.

- (b) junior playing member;

- (i) has reached or will reach up to the age of 17 by December 31 in the year of play; and
- (ii) is not entitled to attend Club meetings or vote on any matters.
- (iii) Each junior member shall be represented by one nominated parent or guardian recorded in the membership register, who is entitled to one vote on that junior member's behalf.

- (c) associate member;

- (i) is a non-playing member who would like to be active in the Club;
- (ii) is entitled to vote on all matters at the annual general meeting and any special general meetings; and
- (iii) is entitled to hold any position in the Club; and
- (iv) is entitled to act as a delegate of the Club at KNA and Netball NSW meetings.

- (d) life member;

- (i) is elected by the Club in recognition of outstanding service to the Club;
- (ii) is entitled to vote on all matters at the annual general meeting and any special general meetings.

The process for electing a life member is as follows:

- (iii) the member is nominated by two (2) Club members in writing to the Secretary at least (1) one month prior to a special general meeting or annual general meeting; and
- (iv) the nomination for life membership must be accepted by two-thirds (2/3) of the members present and voting at the special general meeting or annual general meeting.

- (2) All membership categories require the member to be financial for the playing year in order to execute their rights as listed above, subject to the following;
  - (a) A financial member is a person whose membership application has been accepted by the Club and whose annual membership fee for the current year of play has been paid in full, or formally waived by ordinary resolution of the Management Committee.
  - (b) A year of play means the annual period determined by KNA for registration and competition, generally running from 1 January to 31 December, or such other period as determined by the Management Committee to align with the relevant association season.
  - (c) Life Members are deemed to be financial members for every year of play without payment of any membership fee.

- (d) The Management Committee may, at its discretion, determine that an ordinary playing or associate member who volunteers as a coach, manager, umpire, or committee/sub-committee member for that year of play will have their annual membership fee reduced or waived.
  - (e) All ordinary playing members and associate members who do not qualify for a fee reduction or waiver under subclause (d) must pay the full annual membership fee as set by the Management Committee.
- (3) Membership rights are not transferable.

## **8. Cessation of membership**

- (1) A person ceases to be a member of the Club if the person:
- (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the Club, or
  - (d) fails to pay the annual membership fee within 3 months after the fee is due.

## **9. Resignation of membership**

- (1) A member of the Club may resign from membership of the Club by first giving to the Secretary written notice of at least one month (or such other period as the Management Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **10. Register of members**

- (1) The Registrar/Public Officer of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales, or be accessible and capable of being reproduced in legible form in New South Wales at any time.
- (a) The register may be kept:
- (i) at the main premises of the Club, or
  - (ii) if the Club has no premises, at the Club's official address, or
  - (iii) in a secure cloud-based system approved by the Management Committee, provided that:
    - (A) the register can be accessed and reproduced in New South Wales at any time;
    - (B) appropriate data security, backup, and privacy measures are in place; and
    - (C) the system complies with the *Privacy Act 1988* (Cth) and any Netball NSW data protection requirements.
- (3) Subject to subclause 10(4), the register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or

- (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (6) The Club must collect, store, and use member information in accordance with the *Privacy Act 1988* (Cth) and any Netball NSW privacy guidelines.

### **11. Fees and subscriptions**

- (1) Membership fees shall be fixed by the Management Committee at the first meeting following the KNA annual general meeting, and the decision shall take effect immediately.
- (2) A member of the Club must, on admission to membership, pay to the Club the membership fee.
- (3) A member must pay the membership fee annually upon renewing their membership to the Club.
- (4) A member will not be permitted to exercise any rights under this constitution or play netball for the Club until the membership fee has been paid in full.
- (5) The Management Committee may, at its discretion, approve pro-rata membership fees for members joining after the season has commenced.
- (6) The Management Committee may set levies or other fees in addition to the membership fee at their discretion.
- (7) Fee exemptions or reductions may be approved in accordance with clause 7(2)(d).

### **12. Members' liabilities**

- (1) The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club.

### **13. Disciplining of members**

- (1) A complaint may be made to the Management Committee by any person that a member of the Club:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the objects and interests of the Club.
- (2) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Management Committee decides to deal with the complaint, the Management Committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Management Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 14, whichever is the later.

- (7) All disciplinary and dispute-resolution processes shall be conducted fairly and impartially. The Committee may offer mediation through an independent mediator prior to any suspension or expulsion.

#### **14. Right of appeal of disciplined member**

- (1) A member may appeal to the Club in a special general meeting against a resolution of the Management Committee under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Management Committee which is to convene a special general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a special general meeting of the Club convened under subclause (3):
- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

#### **15. Code of Conduct and Policy Compliance**

- (1) All members, coaches, officials, and volunteers must comply with the Club's Code of Conduct and with all relevant policies of KNA and Netball NSW, including the Member Protection Policy, Child Safety Policy, and Social Media Policy.

### **Part 3 - The Management Committee**

#### **16. Powers of the Management Committee**

- (1) Subject to the Act, the Regulation and this constitution and to any resolution passed by the club in general meeting, the Management Committee:
- (a) is to control and manage the affairs of the Club,
  - (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, and
  - (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Club.

#### **17. Composition and membership of Management Committee**

- (1) The Management Committee is to consist of:
- (a) the office-bearers of the Club, and
  - (b) at least 2 ordinary playing members, associate members, or life members (known as Ordinary Committee Members) each of whom is to be elected at the annual general meeting of the Club under clause 19.
  - (c) The total number of committee members shall be no fewer than seven (7) and not more than ten (10), as determined by the Club at a general meeting.
- (2) The office-bearers of the Club are as follows:
- (a) the President,

- (b) up to two Vice-Presidents,
  - (c) the Treasurer,
  - (d) the Secretary,
  - (e) the Registrar.
- (3) One of the office-bearers listed in subclause (2) shall also hold the title of Public Officer. The Public Officer shall be elected at the Annual General Meeting at the same time as the other office-bearers, and their appointment shall be recorded in the minutes of the meeting and notified to the relevant government authority in accordance with the *Associations Incorporation Act 2009 (NSW)*. The Public Officer may concurrently hold any other office-bearer role, and no additional position is created by this appointment.
- (4) The Public Officer is responsible for ensuring compliance with the statutory obligations of the Club under the *Associations Incorporation Act 2009 (NSW)*, including:
- (a) lodging annual returns and notices with NSW Fair Trading,
  - (b) maintaining the Club's official records and register of members, and
  - (c) acting as the official contact for the Club in accordance with the Act.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) The specific powers and responsibilities to be exercised by each of the office-bearers are to be determined by the Management Committee as they see fit.

## **18. Conflict of Interest**

- (1) A committee member who has a direct or indirect interest in any matter being considered must declare that interest and abstain from discussion or voting on the matter.

## **19. Election of Management Committee members**

- (1) Nominations of candidates for election as office-bearers of the Club or as Ordinary Committee Members must be submitted in writing (including electronically) to the Secretary at least seven (7) days before the annual general meeting. If insufficient nominations are received by this deadline to fill all positions, further nominations may be taken from the floor at the annual general meeting and must be seconded.
- (2) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Club must be a member of the Club.
- (3) Existing office bearers shall be eligible for re-election.
- (4) A member may hold only one office bearing role in a year, unless a member appointed to an office bearing role is also appointed a casual vacancy position under clause 20.
- (5) Candidates will then indicate their consent to the nomination, or if absent from the annual general meeting, must have previously notified the Secretary in writing accepting of the nomination.
- (6) If the number of nominations received is equal to the vacancies to be filled in each category, the person(s) nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of office-bearers and Ordinary Committee Members of the Management Committee is to be conducted at the annual general meeting in such usual and proper manner as the Management Committee may direct.
- (9) At the conclusion of allocation of positions, any vacant positions remaining on the committee are taken to be casual vacancies in addition to those set out in clause 20.

## **20. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Management Committee, the Management Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Management Committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Club, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 21, or
  - (f) becomes a person lacking capacity within the meaning of relevant law, or
  - (g) is absent without the consent of the Management Committee from 3 consecutive meetings of the Management Committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
- (3) An apology communicated to the Secretary in advance of the meeting shall be accepted as leave of absence.

## **21. Removal of Management Committee members**

- (1) The Club in general meeting may by resolution remove any member of the Management Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Management Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22. Management Committee meetings and quorum**

- (1) The Management Committee must meet at least 4 times in each period of 12 months at such place and time as the Management Committee may determine.
- (2) Additional meetings of the Management Committee may be convened by the President or by any member of the Management Committee.
- (3) Oral or written notice of a meeting of the Management Committee must be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of

the Management committee.

- (6) No business is to be transacted by the Management Committee 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 is to stand adjourned to a time, date and place decided by the President.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) Meetings (including general and committee meetings) may be held wholly or partly by electronic means that give members a reasonable opportunity to participate. Subject to the following safeguards:
  - (a) all participants must be able to hear and be heard by all other participants throughout the meeting; and
  - (b) if a document is tabled or discussed, it must be made accessible to all participants before or during discussion of that document.
- (9) At a meeting of the committee:
  - (a) the President or, in the President's absence, a Vice-President is to preside, or
  - (b) if the President and the Vice-President(s) are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

### **23. Delegation by Management Committee to sub-committee**

- (1) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the Management Committee thinks fit) the exercise of such of the functions of the Management committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Management Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The President, Secretary and Treasurer shall be ex-officio members of all sub-committees.
- (9) While a sub-committee is in operation it shall submit a written update report to the Secretary prior to each Management Committee meeting for consideration by the Management Committee.

### **24. Voting and decisions**

- (1) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) The Management committee may act despite any vacancy on the Management Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the Management Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.
- (5) Each member of the Management Committee will be indemnified by the Club in respect of their actions in carrying out committee duties provided such actions are carried out in good faith and in the best interests of the Club. This indemnity does not apply in respect of any liability arising from the member's willful misconduct, fraud, breach of trust, negligence, or conduct in contravention of the *Associations Incorporation Act 2009 (NSW)*.

## **Part 4 - General meetings**

### **25. Annual general meetings - holding of**

- (1) The Club must hold its annual general meetings:
  - (a) within 6 months after the close of the Club's financial year.

### **26. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Club is, subject to the Act and to clause 25, to be convened on such date and at such place and time as the committee thinks fit, and may be held wholly or partly by electronic means that give members a reasonable opportunity to participate.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the Management Committee reports on the activities of the Club during the last preceding financial year,
  - (c) to elect office-bearers of the Club and Ordinary Committee Members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **27. Special general meetings - calling of**

- (1) The Management Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Management Committee must convene a special general meeting within one calendar month of the audit of the Club's financial reports to be reviewed and accepted by the members.
- (3) The Management Committee must, on the requisition in writing of at least seven (7) members, convene a special general meeting of the Club.
- (4) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and

- (c) must be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (5) If the Management Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by a member or members as referred to in subclause (5) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

## **28. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.
- (5) Notice may be given by electronic means, including e-mail or other digital platform used by the Club, provided it is reasonably accessible to members.

## **29. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five (5) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) Each member present at the meeting shall sign an attendance book and state the basis on which they are entitled to vote at the meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) 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 at least 3) are to constitute a quorum.

## **30. Presiding member**

- (1) The President or, in the President's absence, a Vice-President, is to preside as Chairperson at each general meeting of the Club.

- (2) If the President or the Vice-President(s) are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

### **31. Adjournment**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making of decisions**

- (1) A question arising at a general meeting of the Club is to be determined by either:
- (a) a show of hands, or
  - (b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

### **33. Special resolutions**

- (1) A resolution is passed by the Club as a special resolution:
- (a) at a meeting of the Club which notice has been given in accordance with clause 28 (2), and
  - (b) if it is supported by at least  $\frac{3}{4}$  of the votes cast by members attending the meeting (in person or via electronic means, if applicable) and entitled to vote.
- (2) Voting may occur by electronic ballot if approved by the Management Committee.

### **34. Voting**

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

## **Part 5 - Miscellaneous**

### **35. Insurance**

- (1) The Club may effect and maintain insurance, including public liability insurance and, where the Management Committee considers it appropriate, directors' and officers' liability insurance or personal accident insurance for volunteers.

### **36. Funds - source**

- (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Management Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds - management**

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Management Committee determines.
- (2) The Committee may establish and maintain a schedule of financial delegations specifying spending limits and approval levels for officers and sub-committees.
- (3) All payments made by the Club shall be authorised by any two members of the Management Committee or employees authorised to do so by the Committee. Electronic payments must be approved by two authorised signatories using separate access credentials.

### **38. Annual financial reporting and compliance**

- (1) The Treasurer must prepare annual financial statements in accordance with Section 47 of the *Associations Incorporation Act 2009 (NSW)* and present them to members at the annual general meeting.
- (2) The Management Committee must arrange for an audit or review of the financial statements if required under section 48 of the Act and Regulation 24 of the *Associations Incorporation Regulation 2016 (NSW)*.
- (3) The Public Officer must lodge the Annual Summary of Financial Affairs (Form A13) with NSW Fair Trading within seven (7) months after the end of financial year, in accordance with Section 47(1) of the Act.

### **39. Enforcement of the constitution**

- (1) The Management Committee shall have power to adjudicate upon all questions and disputes as to the interpretation of this constitution and any rules and by-laws of the Club.
- (2) Upon notice of a question or dispute submitted to the Management Committee, the Management Committee is required to adjudicate on the matter within twenty-one (21) days. The Management Committee must notify the member or members that submitted the question or dispute of the Management Committee's decision in writing.
- (3) The member(s) have seven (7) days following receipt of the Management Committee's decision to lodge an appeal to the decision. An appeal should be lodged in writing and submitted to the Management Committee for consideration.
- (4) Questions or disputes under this constitution are to be dealt with under clauses 13 and 14 (Discipline and Appeal) and any decision of the Committee is final unless otherwise determined by a majority vote at a general meeting.

#### **41. Alterations to the constitution, rules and by-laws**

- (1) The constitution of the Club may be altered by a special resolution passed by a  $\frac{3}{4}$  majority of members present and entitled to vote at a special general meeting or annual general meeting, provided that the notice of meeting included the full wording, or a web link or email attachment containing the full wording, of each proposed amendment.
- (2) The Committee may make, amend, or repeal rules and by-laws consistent with this constitution and shall maintain a register of current by-laws accessible to members.

#### **42. Custody of books etc**

- (1) Except as otherwise provided by this constitution, the Registrar/Public Officer must keep in their custody or under their control all records, books and other documents relating to the Club.
- (2) Records may be kept in electronic format including cloud-based storage systems, provided that:
  - (a) they can be reproduced in written form at any time;
  - (b) appropriate data security, encryption, and backup measures are maintained;
  - (c) access controls ensure only authorized persons can access or modify records; and
  - (d) records are retained for not less than seven (7) years from the date of creation.

#### **43. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - (a) records, books and other financial documents of the Club,
  - (b) this constitution,
  - (c) minutes of all Management Committee meetings, sub-committee meetings and general meetings of the Club.

#### **44. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person by e-mail, online portal, or other digital method approved by the Management Committee, in addition to or substitution for delivery or post.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by e-mail, online portal, or other digital method approved by the Management Committee, one (1) day after the notice was sent.
- (3) Club records may be maintained electronically, with appropriate data security and backup measures, and retained for not less than seven (7) years.

#### **45. Financial year**

- (1) The financial year of the Club is:
  - (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
  - (b) each period of 12 months after the expiration of the previous financial year of the Club, commencing on 1 July and ending on the following 30 June.

#### **46. Dissolution of the Club**

(1) The Club shall only be dissolved by:

(a) a special resolution passed by a  $\frac{3}{4}$  majority of the members present and eligible to vote at either a special general meeting or annual general meeting.

(2) On dissolution of the Club:

(a) any property whatsoever remaining after the determination of settlement of all debts and liabilities of the Club shall be paid or transferred to the KNA to be used in the promotion of netball.