



WAVERLEY NIGHT NETBALL ASSOCIATION INC. CONSITUTION

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CONSTITUTION

WAVERLEY NIGHT NETBALL ASSOCIATION INCORPORATED

1. NAME

The name of the incorporated association is "Waverley Night Netball Association Incorporated", registration number AA0001303F (**Association**).

2. OBJECTS OF ASSOCIATION

The objects of the Association are to:

- 1) encourage and promote Netball in the Glen Waverley area;
- 2) control, manage and conduct Netball competitions and programs at the Waverley Netball Centre (**Centre**);
- 3) affiliate with the Victorian Netball Association Inc. (trading as Netball Victoria);
- 4) adopt and accept the Netball Australia Official Rules of Netball and abide by the interpretation of such rules as determined from time to time by the Association;
- 5) select and manage Waverley Night teams and players to represent the Association in competitions inside and outside Victoria;
- 6) encourage, conduct, promote, and administer Netball at the Centre;
- 7) encourage participation, development and enjoyment in the sport of Netball as a means of improving health, fitness and the quality of life;
- 8) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
- 9) operate with, and promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
- 10) at all times to act on behalf of, and in the interests of, the Members and Netball;
- 11) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
- 12) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects of the Association;
- 13) conduct education and training programs for players, coaches, umpires and officials in the implementation and interpretation of Netball rules and standards;
- 14) implement appropriate policies, including policies in relation to member protection, equal opportunity, equity, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in Netball;

- 15) represent the interests of the Members and of Netball generally in any appropriate forum;
- 16) have regard to the public interest in its operation;
- 17) give, and where appropriate, seek recognition for players, officials and other individuals participating in the Associations competition and programs in any capacity to obtain awards or public recognition; and
- 18) ~~to accept and hold real and personal property on trust;~~
- 19) undertake and or do all things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. FINANCIAL YEAR

The financial year of the Association is each period of 12 months ending 31 December.

4. DEFINITIONS

In these Rules:

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Act means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

Board means *Board of Management constituted under rule 35(2)*;

Centre means *the Netball Centre located at Waverley Road and Jells Road, Glen Waverley*;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 39;

Committee means *the Committee constituted under rule 35(1)*;

Committee meeting means a meeting of the Committee held under these Rules;

Committee member means a member of the Committee elected or appointed under these Rules;

disciplinary appeal meeting means a meeting of the members of the Association under rule 17(3);

disciplinary meeting means a meeting of the Committee convened under rule 16;

disciplinary subcommittee means the subcommittee appointed under rule 14;

financial year means the 12 month period in rule 3;

general meeting means a general meeting of the members of the Association convened under these Rules and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who is entitled to vote at a general meeting under rule 7(1);

objects means the objects of the Association in rule 2;

Registrar means the Registrar of Incorporated Associations; and

special resolution means a resolution that requires not less than three-quarters of the members entitled to vote and voting at a general meeting, in person, to vote in favour of the resolution.

5. POWERS OF ASSOCIATION

- 1) In addition to all powers under the Act the Association has all the powers of a natural person and power to do all things incidental or conducive to achieve its objects.
- 2) The Association may only exercise its powers and use its income and assets (including any surplus) for its objects.

6. NOT FOR PROFIT ORGANISATION

- 1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 2) Rule 6(1) does not prevent the Association from paying a member:
 - 1) a reimbursement for expenses properly incurred by the member; or
 - 2) for goods or services provided by the member to or for the Association;

if this is done in good faith and on terms no more favourable than if the member was not a member.

7. MEMBERSHIP

1) Categories of Members

- 1) Members of the Association shall mean and include all members in the following categories:

Playing Members

Ordinary Members

Umpiring Members

Club Members

Honorary Members

Life Members/Service Award Holders

Teams and

such other categories of membership as the Association in general meeting shall from time to time determine.

Only Teams can vote at general meetings and shall vote through their appointed authorised representative.

- 2) **Playing Member** shall mean and include all persons registered as players in all Teams competing in the current year in competitions being conducted by the Association and of all teams representing the Association in inter association or other matches.
- 3) **Ordinary Members** shall mean and include all persons other than Playing Members who may be admitted as Ordinary Members by the Association on such terms and conditions as the Association shall from time to time determine.
- 4) **Umpiring Members** shall mean and include all persons registered as umpires and passed a National theory exam and officiating in the current year in competitions conducted by the Association.
- 5) **Club Members** shall mean and include all persons in any of the preceding categories of membership who may later be admitted as Club Members by the Association on such terms and conditions as the Association determines from time to time.
- 6) **Honorary Members** shall mean and include persons elected as Honorary Members by the Committee under these Rules.
- 7) **Life Members and Service Award Holders** shall mean and include members elected as Life Members and Service Award Holders by the Association under these Rules.

2) Teams

- 1) A Team (and its' members) who is nominated and approved for membership as provided in these rules eligible to be a member of the Association.
- 2) A Team (and its' members) who is not a member of the Association at a time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:
 - (a) unless they are nominated as provided in rule 7(4); and
 - (b) their admission as a member is approved by the Committee.
- 3) A nomination of a Team (and its' members) for membership by the Association shall be:
 - (a) made in writing; and
 - (b) lodged with the Registered Office of the Association
- 4) As soon as is practicable after the receipt of a nomination, the nomination shall be referred to the Committee.
- 5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or reject the nomination. There is no obligation for the

Committee to approve any membership nomination. If the Committee rejects a nomination reasons for the rejection do not need to be given and there is no appeal against the decision.

- 6) Upon a nomination being approved by the Committee, the Committee shall, with as little delay as possible, notify the nominee in writing that membership of the Association has been approved.
- 7) The office shall, enter the nominee's name in the register of members kept by the Office and, upon the name being so entered, the nominee becomes a member of the Association.
- 8) A right, privilege or obligation of a period by reason of their membership of the Association is not capable of being transferred or transmitted to another person;

8. ANNUAL SUBSCRIPTION

There shall be no subscription fee. The Committee may determine other fees or levies that may be payable by members from time to time.

9. RIGHTS NOT TRANSFERABLE

The rights of a member are not transferable and end when membership ceases.

10. CEASING MEMBERSHIP

- 1) The membership of a person or Team (and its' members) ceases on death, resignation or otherwise.
- 2) If a person or a Team (and its' members) ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the team or individual ceased to be a member in the register of members.

11. RESIGNING AS A MEMBER

A member may resign by notice in writing given to the Association.

12. REGISTER OF MEMBERS

- 1) The Secretary must keep and maintain a register of members that includes for each current member:
 - 1) the member's name;
 - 2) the address for notice last given by the member; and
 - 3) any other information determined by the Committee.
- 2) Subject to these Rules any member may, at a reasonable time and free of charge, inspect the register of members.

13. GROUNDS FOR TAKING DISCIPLINARY ACTION

The Association may take disciplinary action against a member if it considers that the member:

- 1) has failed to comply with these Rules; or
- 2) acts against or refuses to support the objects of the Association; or
- 3) has engaged in conduct prejudicial to the Association.

14. DISCIPLINARY SUBCOMMITTEE

- 1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 2) The members of a disciplinary subcommittee:
 - 1) may be Committee members, members of the Association or anyone else; but
 - 2) must not be biased against, or in favour of, the member concerned.

15. NOTICE TO MEMBER

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
 - 1) stating that the Association proposes to take disciplinary action against the member; and
 - 2) stating the grounds for the proposed disciplinary action; and
 - 3) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the matter (***disciplinary meeting***); and
 - 4) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 5) setting out the member's appeal rights under rule 18.
- 2) The above notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

16. DECISION OF SUBCOMMITTEE

- 1) At the disciplinary meeting, the disciplinary subcommittee must:
 - 1) ensure the member is aware of the matters against the member giving rise to the disciplinary action; and
 - 2) give the member an opportunity to be heard; and
 - 3) consider any written statement submitted by the member.
- 2) After complying with rule 16(1), the disciplinary subcommittee may:

- 1) take no further action against the member; or
- 2) subject to rule 16(3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Association.
- 3) The disciplinary subcommittee may not fine the member.
- 4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

17. APPEAL RIGHTS

- 1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 16 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given to the:
 - 1) disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 2) Secretary not later than 48 hours after the vote.
- 3) If a person has given notice under rule 17(2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4) Notice of the disciplinary appeal meeting must be given to each member entitled to vote as soon as practicable and must:
 - 1) specify the date, time and place of the meeting; and
 - 2) State:
 - (i) the name of the person against whom the disciplinary sanction has been imposed; and
 - (ii) the grounds for taking the disciplinary action and imposing the sanction; and
 - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

18. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 1) At a disciplinary appeal meeting:
 - 1) no business other than the question of the appeal may be conducted; and
 - 2) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- 3) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with rule 18(1), the members entitled to vote present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the meeting.

19. GRIEVANCE PROCEDURE

- 1) The grievance procedure set out in this rule applies to grievances arising under these Rules between:
 - 1) a member and another member;
 - 2) a member and the Committee; or
 - 3) a member and the Association.
- 2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

20. PARTIES MUST ATTEMPT TO RESOLVE

The parties to a grievance must attempt to resolve the grievance between themselves within 14 days of the grievance to the attention of each party.

21. APPOINTMENT OF MEDIATOR

- 1) If the parties to a dispute are unable to resolve the grievance between themselves within the time required by rule 20, the parties must within 10 days:
 - 1) notify the Committee of the grievance; and
 - 2) agree to or request the appointment of a mediator; and
 - 3) attempt in good faith to settle the dispute by mediation.
- 2) The mediator must be:
 - 1) a person chosen by agreement between the parties; or
 - 2) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- 3) A mediator appointed by the Committee may be a member or former member of the Association but must not be a person who:
 - 1) has a personal interest in the dispute; or

- 2) is biased in favour of or against any party.

22. MEDIATION PROCESS

- 1) The mediator to the dispute, in conducting the mediation, must:
 - 1) give each party every opportunity to be heard; and
 - 2) allow due consideration by all parties of any written statement submitted by any party; and
 - 3) ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.

23. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24. ANNUAL GENERAL MEETINGS

- 1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- 2) The Committee may determine the date, time and place of the annual general meeting.
- 3) The ordinary business of the annual general meeting is as follows:
 - 1) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - 2) to receive and consider:
 - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with the Act;
 - 3) elect the members of the Committee; and
 - 4) declare Life Members and Service Awards (if any).
- 4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

25. SPECIAL GENERAL MEETINGS

- 1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Committee may convene a special general meeting whenever it thinks fit.

- 3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

26. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

- 1) The Committee must convene a special general meeting if a request to do so is made under rule 26(2) by at least ten (10) of the total number of members entitled to vote.
- 2) A request for a special general meeting must:
 - 1) be in writing; and
 - 2) state the business to be considered at the meeting and any resolutions to be proposed; and
 - 3) include the names and signatures of the members requesting the meeting; and
 - 4) be given to the Secretary.
- 3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- 4) A special general meeting convened by members under rule 26(3):
 - 1) must be held within 3 months after the date on which the original request was made; and
 - 2) may only consider the business stated in that request.
- 5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 26(3).

27. NOTICE OF GENERAL MEETINGS

- 1) The Secretary (or, in the case of a special general meeting convened under rule 26(3), the members convening the meeting must give to each member of the Association at least:
 - 1) 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 2) 14 days' notice of a general meeting in any other case.
- 2) The notice must:
 - 1) specify the date, time and place of the meeting; and
 - 2) indicate the general nature of each item of business to be considered at the meeting; and
 - 3) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.

- 3) This rule does not apply to a disciplinary appeal meeting.

28. QUORUM AT GENERAL MEETINGS

- 1) No business may be conducted at a general meeting unless a quorum of members is present.
- 2) The quorum for a general meeting is the presence (physically) of twenty (20) of the members entitled to vote.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - 1) in the case of a meeting convened by, or at the request of, members under rule 26, the meeting must be dissolved;
 - 2) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 28(3)(b), the members entitled to vote present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

29. ADJOURNMENT OF GENERAL MEETING

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) Without limiting rule 29(1), a meeting may be adjourned:
 - 1) if there is insufficient time to deal with the business at hand; or
 - 2) to give the members more time to consider an item of business.
- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 27.

30. VOTING AT GENERAL MEETING

- 1) On any question arising at a general meeting:
 - 1) subject to rules 30(3) and 30(4), each Team is entitled to one vote which must be exercised by the Team's duly appointed, authorised delegate; and

- 2) members may vote personally; and
 - 3) except in the case of a special resolution, the question must be decided on a majority of votes.
- 2) If votes are divided equally on a question, the Chairperson of the meeting may exercise a second or casting vote.
 - 3) A Team is eligible to vote at a general meeting so long as the Team is registered at the time of the general meeting or was registered in the Financial Year being considered at that general meeting.
 - 4) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
 - 5) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 18.

31. SPECIAL RESOLUTIONS

A special resolution is passed if not less than three quarters of the members entitled to vote and voting at a general meeting (in person) vote in favour of the resolution.

32. DETERMINING WHETHER RESOLUTION CARRIED

- 1) Subject to rule 32(2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - 1) carried; or
 - 2) carried unanimously; or
 - 3) carried by a particular majority; or
 - 4) lost;

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - 1) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 2) the Chairperson must declare the result of the resolution on the basis of the poll.
- 3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

33. MINUTES OF GENERAL MEETING

- 1) The Committee must ensure that minutes are taken and kept of each general meeting.

- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include:
 - 1) the names of the members attending the meeting; and
 - 2) the financial statements submitted to the members under rule 24(3)(2)(ii); and
 - 3) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 4) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

34. ROLE AND POWERS

- 1) The business of the Association shall be managed in accordance with this rule 34.
- 2) The Committee:
 - 1) shall control and manage the business and affairs of the Association;
 - 2) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - 3) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;

as these matters relate to the conduct of Netball by the Association.

- 3) The Board:
 - 1) shall control and manage the business and affairs of the Association;
 - 2) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - 3) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;

as these matters relate to the operation and management of the Centre.

35. COMPOSITION

- 1) The Committee shall comprise:
 - 1) The President;

- 2) The Treasurer;
 - 3) Two (2) Night Representatives who shall be elected by Night Teams;
 - 4) Two (2) Saturday Competition Representatives who shall be elected by Saturday Competition Teams;
 - 5) One (1) Development Representative who shall be elected by all voting Members; and
 - 6) The Centre Manager.
- 2) The Board shall comprise:
- 1) The President;
 - 2) The Treasurer;
 - 3) The Centre Manager; and
 - 4) A minimum of two (2) further Board members who may be appointed by the three (3) Board members above. Appointed Board members:
 - (i) may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which compliment the Board;
 - (ii) the Appointed Directors may be appointed for a term of one year; and
 - (iii) have the right to vote at any meeting of the Board.
- 3) All Committee members other than the Centre Manager shall be elected at the Annual General Meeting and subject to the Constitution, shall hold office for a maximum period of one (1) year when, if otherwise qualified, they are eligible for re-election.
- 4) Members in any category of individual membership shall be eligible for election to the Committee.
- 5) Any nominee not elected to the Committee position for which they first nominated may nominate for and be elected to a subsequent position. For the purposes of this rule the order of precedence of positions shall be President and Treasurer.
- 6) No person shall be elected to hold two (2) or more positions at the one (1) time on the Committee.
- 7) The first meeting of the Committee following its election shall set an agenda for the running of the Association for the following year and shall determine the responsibilities of each sub-committee for the following year.
- 8) If a casual vacancy occurs in any Committee position referred to in rule 35(1), the Committee may fill the vacancy and the person appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

36. DELEGATION OF POWERS & DUTIES

- 1) The Committee delegates to the Board all its powers and functions under this Constitution other than:
 - 1) this power of delegation; or
 - 2) a duty imposed on the Committee by the Act or any other law
- 2) The Centre Manager shall act as secretary of the Association (under the Act) and shall be appointed by the Board , for such term and upon such conditions as the Board thinks fit. The Centre Manager shall be entitled to attend and participate in debate but not vote at all Committee and Board meetings.
- 3) The Centre Manager shall be responsible to the Board for the management of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this constitution, required to be exercised by the Committee or by the members.
- 4) The Committee may delegate to a member of the Committee, a sub-committee or employee, any of its powers and functions other than:
 - 1) this power of delegation; or
 - 2) a duty imposed on the Committee by the Act or any other law.
- 5) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 6) The Committee may, in writing, revoke a delegation wholly or in part at any time.

37. NOT USED

38. GENERAL DUTIES

- 1) As soon as practicable after being elected to the Committee, each Committee member must become familiar with these Rules and the Act.
- 2) Subject to this Constitution the Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee members comply with these Rules.
- 3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4) Committee members must exercise their powers and discharge their duties:
 - 1) in good faith and in the best interests of the Association; and
 - 2) for a proper purpose.
- 5) Committee members and former Committee members must not make improper use of:
 - 1) their position; or
 - 2) any information acquired by virtue of holding their position;

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

- 6) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

39. PRESIDENT

- 1) The meeting chair shall be the President or, in the President's absence in the case of a:
 - 1) general meeting—a member elected by the other members present; or
 - 2) Committee meeting—a Committee member elected by the other Committee members present.

40. SECRETARY

- 1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 2) The Secretary must:
 - 1) lodge an annual statement with Consumer Affairs Victoria (**CAV**) within a month after the annual general meeting;
 - 2) apply to CAV to change the Association's name or rules (as required);
 - 3) notify CAV of:
 - (i) any change to the Association's registered address;
 - (ii) their appointment as secretary of any changes to their details; or
 - (iii) any special resolution to change these Rules or to wind up the Association or distribute its assets;
 - 4) deal with requests to restrict access to information in the Association's register of members;
 - 5) maintain the register of members in accordance with rule 12;
 - 6) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 63(3), all books, documents and securities of the Association in accordance with rules 65 and 68;
 - 7) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - 8) perform any other duty or function imposed on the Secretary by these Rules.
- 3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

41. TREASURER

- 1) The Treasurer shall direct the Centre Manager to:

- 1) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - 2) ensure that all moneys received are paid into the account of the Association within five (5) working days after receipt;
 - 3) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - 4) ensure cheques are signed by 2 Committee members.
- 2) The Treasurer must:
- 1) ensure that the financial records of the Association are kept in accordance with the Act; and
 - 2) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- 3) The Treasurer must ensure that at least one other Committee member has access to the accounts and financial records of the Association.

42. WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER

A member is eligible to be elected or appointed as a Committee member if they are 18 years or over.

43. POSITIONS TO BE DECLARED VACANT

- 1) This rule applies to any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- 2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 44 to 47.

44. NOMINATIONS

- 1) Nominations of candidates for election as Committee members shall be:
 - 1) made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - 2) delivered to the Registered Office of the Association not less than seven (7) days before the date fixed for the holding of the annual general meeting.
- 2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and any further nominations may be sought by the Committee.
- 3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- 4) The ballot for the election of Committee members shall be conducted at the annual general meeting in accordance with these Rules (including the specific positions under clause 35) and in such usual and proper manner as the Committee may direct.
- 5) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

45. ELECTION OF PRESIDENT, ETC.

- 1) At the annual general meeting, separate elections must be held for each of the following positions:
 - 1) President; and
 - 2) Treasurer.
- 2) If only one member is nominated for a position, the Chairperson of the meeting must declare the member elected to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with rule 47.
- 4) On his or her election, the new President may take over as Chairperson of the meeting.

46. NOT USED

47. BALLOT

- 1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 2) The returning officer must not be a member nominated for the position.
- 3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 4) The election must be by secret ballot. Only Teams in the relevant categories (Night, Saturday Competition and Representative) can vote for the relevant Committee member representing these Teams.
- 5) The returning officer must give a blank piece of paper to each member entitled to vote and who is present in person.
- 6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 7) If the ballot is for more than one position:
 - 1) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - 2) the voter must not write the names of more candidates than the number to be elected.
- 8) Ballot papers that do not comply with rule 47(7)(b) are not to be counted.

- 9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 11) If the returning officer is unable to declare the result of an election under rule 47(10) because 2 or more candidates received the same number of votes, the returning officer must:
 - 1) conduct a further election for the position in accordance with rules 47(4) to (10) to decide which of those candidates is to be elected; or
 - 2) with the agreement of those candidates, decide by lot which of them is to be elected.

48. TERM OF OFFICE

- 1) Subject to rules 48(3) and 56, a Committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 2) A Committee member may be re-elected.
- 3) A general meeting of the Association may:
 - 1) by special resolution remove a Committee member from office; and
 - 2) elect an eligible member of the Association to fill the vacant position in accordance with these Rules.
- 4) A Committee member who is the subject of a proposed special resolution under rule 48(3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the Committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

49. VACATION OF OFFICE

- 1) A Committee member may resign from the Committee by written notice addressed to the Committee.
- 2) A person ceases to be a Committee member if he or she:
 - 1) ceases to be a member of the Association; or
 - 2) fails to attend 3 consecutive Committee meetings (other than special or urgent Committee meetings) without leave of absence under rule 60; or
 - 3) otherwise ceases to be a Committee member by operation of section 78 of the Act.
- 3) If the Centre Manager position becomes vacant, then a Committee member shall assume the role until it is filled.

50. FILLING CASUAL VACANCIES

- 1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that:
 - 1) has become vacant under rule 49; or
 - 2) was not filled by election at the last annual general meeting.
- 2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 3) Rule 48 applies to any Committee member appointed by the Committee under rules 50(1) or (2).
- 4) Subject to rule 56, the Committee may continue to act despite any vacancy in its membership.

51. MEETINGS

- 1) The Committee must meet at least 4 times in each year at such dates, times and places as determined by the Committee.
- 2) The date, time and place of the first meeting of a new Committee must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- 3) Special Committee meetings may be convened by the President or by any 4 Committee members.
- 4) The Board shall meet as often as is necessary for it to discharge its functions and responsibilities under this Constitution and the Act.

52. NOTICE OF MEETINGS

- 1) Notice of each Committee meeting must be given to each Committee member no later than 7 days before the date of the meeting.
- 2) Notice may be given of more than one Committee meeting at the same time.
- 3) The notice must state the date, time and place of the meeting.
- 4) If a special Committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

53. URGENT MEETINGS

- 1) An urgent meeting can be held without notice being given under rule 52 provided that as much notice as practicable is given to each Committee member by the quickest means practicable.
- 2) Any resolution made at an urgent meeting under rule 53(1) must be passed by an absolute majority of the Committee.

- 3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

54. PROCEDURE AND ORDER OF BUSINESS

- 1) The procedure to be followed at Committee meetings will be determined from time to time by the Committee.
- 2) The order of business may be determined by the Committee members present at the meeting.

55. USE OF TECHNOLOGY

- 1) A Committee member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee member and the Committee members present at the meeting to clearly and simultaneously communicate with each other.
- 2) A Committee member participating in a Committee meeting as permitted under rule 55(1) is taken to be present at the meeting and, if the Committee member votes at the meeting, is taken to have voted in person.

56. QUORUM

- 1) No business may be conducted at a Committee meeting unless a quorum is present.
- 2) The quorum for a Committee meeting is the presence (in person or as allowed under rule 55) of a majority of the Committee members holding office.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting:
 - 1) in the case of a special meeting—the meeting lapses;
 - 2) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 52.

57. VOTING

- 1) On any question arising at a Committee meeting, each Committee member present at the meeting has one vote.
- 2) A motion is carried if a majority of Committee members present at the meeting vote in favour of the motion.
- 3) Rule 57(2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 4) If votes are divided equally on a question, the Chairperson of the meeting may exercise a second or casting vote.
- 5) Voting by proxy is not permitted.

- 6) No motion shall be determined by a postal or electronic ballot unless determined by the Board. If the Board so determines, the postal or electronic ballot shall be conducted under procedures determined by the Board from time to time.

58. CONFLICT OF INTEREST

- 1) A Committee member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.
- 2) The Committee member must not:
 - 1) be present while the matter is being considered at the meeting; and
 - 2) vote on the matter.
- 3) This rule does not apply to a material personal interest:
 - 1) that exists only because the Committee member belongs to a class of persons for whose benefit the Association is established; or
 - 2) that the Committee member has in common with all, or a substantial proportion of, the members of the Association.

59. MINUTES OF COMMITTEE MEETING

- 1) The Committee must record and keep minutes of each Committee meeting.
- 2) The minutes must record the following:
 - 1) the names of the Committee members in attendance at the meeting;
 - 2) the business considered at the meeting;
 - 3) any resolution on which a vote is taken and the result of the vote; and
 - 4) any material personal interest disclosed under rule 58.

60. LEAVE OF ABSENCE

- 1) The Committee may by resolution grant a Committee member leave of absence from Committee meetings for a period not exceeding 3 months.
- 2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee member to seek the leave in advance.

61. SOURCE OF FUNDS

The funds of the Association may be derived from competition and playing fees, donations, fund-raising activities, grants, interest, sponsorship and any other sources determined by the Committee.

62. MANAGEMENT OF FUNDS

- 1) The Association must hold an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

- 2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 3) The Committee may authorise the Centre Manager to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee members.
- 5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 6) With the approval of the Committee, the Centre Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

63. FINANCIAL RECORDS

- 1) The Association must keep financial records that:
 - 1) correctly record and explain its transactions, financial position and performance; and
 - 2) enable financial statements to be prepared as required by the Act.
- 2) The Association must retain financial records for 7 years after the transactions covered by the records are completed.
- 3) The Treasurer must keep under his or her control:
 - 1) the financial records for the current financial year; and
 - 2) any other financial records as authorised or required by the Committee.

64. FINANCIAL STATEMENTS

- 1) For each financial year, the Committee must ensure that the requirements of the Act relating to the financial statements of the Association are met.
- 2) Without limiting rule 64(1), those requirements include:
 - 1) the preparation of the financial statements;
 - 2) if required, the review and/or auditing of the financial statements;
 - 3) the certification of the financial statements by the Committee;
 - 4) the submission of the financial statements to the annual general meeting of the Association; and
 - 5) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

65. COMMON SEAL

If the Association has a common seal:

- 1) the name of the Association shall appear in legible characters on the common seal;
- 2) a document may only be sealed with the common seal by the authority of the Committee and affixing the seal must be witnessed by the signatures of two committee members; and
- 3) it must be kept in the custody of the Secretary.

66. REGISTERED ADDRESS

The registered address of the Association is PO Box 5115, Brandon Park, Victoria, 3150.

67. NOTICE REQUIREMENTS

- 1) Any notice required to be given to a member or a Committee member under these Rules may be given by:
 - 1) handing the notice to the member or Committee member personally; or
 - 2) sending it by post to the member or Committee member at the address recorded for that person on the register of members; or
 - 3) any form or electronic communication including posting the notice on the Association's website; or
 - 4) a notice on notice board at Waverley Netball Centre.
- 2) Rule 67(1) does not apply to notice given under rule 53.
- 3) Any notice required to be given to the Association or the Committee may be given by:
 - 1) handing the notice to a member of the Committee; or
 - 2) sending the notice by post to the Association's registered address; or
 - 3) leaving the notice at the Association's registered address; or
 - 4) if the Committee determines that it is appropriate in the circumstances:
 - (i) email to the email address of the Association or the Secretary; or
 - (ii) facsimile transmission to the facsimile number of the Association.

68. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1) Members may on written request inspect free of charge:
 - 1) the register of members;
 - 2) the minutes of general meetings; and

- 3) subject to rule 68(2), the financial records, books, securities and any other relevant document of the Association.
- 2) The Committee may refuse to permit a member's request to inspect records of the Association where the Committee reasonably believes that the request was not made in good faith and for a proper purpose or where to do so may be prejudice the interests of the Association.
- 3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 4) Subject to rule 68(2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 5) In this rule 68:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
 - 1) its membership records;
 - 2) its financial statements;
 - 3) its financial records;
 - 4) records and documents relating to transactions, dealings, business or property of the Association.

69. WINDING UP AND CANCELLATION

- 1) The Association may be wound up voluntarily by special resolution.
- 2) If the Association is wound up or deregistered or cancelled the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 3) Subject to the Act and any court order made under the Act, the surplus assets must be given to a body that has purposes similar to the objects of the Association and which is not carried on for the profit or gain of its individual members.
- 4) The body to which the surplus assets are to be given must be decided by special resolution.

70. ALTERATION OF RULES

These Rules may only be altered by special resolution under the Act.