



## **PENRITH DISTRICT NETBALL ASSOCIATION INC**

### **CONSTITUTION**

#### **TITLE**

1. The name of the Association shall be the Penrith District Netball Association Incorporated (hereinafter referred to as the "Association").

#### **TYPE OF OPERATION**

2. The Association is a 'not-for-profit' organisation whose income and property is applied solely to towards the promotion of the objects of the Association. No funds or property shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the members.

#### **COLOURS**

3. The Association's colours shall be black, white, yellow, green and red.

#### **HEADQUARTERS**

4. The Association's headquarters shall be at Jamison Park, Penrith.

#### **BOUNDARIES**

5. The Association's boundaries shall be those of Penrith City Council.

#### **OBJECTS**

6. The objects of the Association shall be to:
  - a) Further the interests of its members and promote and control the game of Netball within the boundaries of the Association.
  - b) Promote, regulate and control competition matches between affiliated Clubs, and to control all premierships of the Association.
  - c) Select and manage the Association's representative teams.
  - d) Affiliate with and support the New South Wales Netball Association Limited (Netball NSW).
  - e) Co-operate with other organisations affiliated with Netball NSW for the furtherance of Netball.

#### **PATRON**

7. The Association may from time to time appoint one or more Patrons and may also cancel any such appointment.

#### **MEMBERSHIP**

8. a) The Association is the controlling body for Netball within its boundaries and its authority shall be recognised by all members who shall adopt and obey this Constitution and the Rules and

By-Laws of the Association.

- b) The Association may admit to membership, Members as defined by the Constitution or any other relevant policy of New South Wales Netball Association Ltd.
- c)
  - i) A Junior Member shall, on attaining the age of 18 years, cease to be a Junior Member and become a Senior Member.
  - ii) A Junior Member shall not be entitled to be a member of, or attend, or vote at, any meeting of the Council of the Association, or to act as a delegate of the Association at any meeting.
  - iii) The Council may reject any application for membership without assigning any reason therefore.
- d) Membership is open to:
  - i) Affiliated Clubs comprising:
    - (a) Senior Player Members
    - (b) Junior Player Members
    - (c) NetSetGo Player Members
    - (d) Non Player Senior and Junior Members
  - ii) Life Members.
- e)
  - i) Affiliated Clubs. Affiliated Clubs shall consist of one or more teams and shall have full rights of delegation to Council as provided for in Clause 12, "Council".
  - ii) Life Members:
    - (a) Any person may be elected a Life Member of the Association in recognition of outstanding service to the Association for such minimum period as the Council deems appropriate.
    - (b) Candidates for election as Life Members shall be nominated by two financial senior members of the Association and to be received two months before the date set down for the Annual General Meeting.
    - (c) Candidates' names are to be circulated to Executive Committee Members of Penrith Netball Association, Life Members and Clubs. Voting is to be by electronic poll and is restricted to Executive Committee Members, Life Members and two delegates from each club, who shall be members of that club. The vote must be carried by a 2/3 majority of total votes received.

Council may, by resolution from time to time, fix the maximum number of persons who may at any time hold Life Membership.
    - (d) A Life Member shall be entitled to attend all meetings and shall have full voting rights.

## **REGISTER OF MEMBERS**

9. a) The Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association.
- b) The register of members shall be kept at the principal place of administration of the Association.

## **FEES, LEVIES, ETC**

10. The fees, including membership fees, levies etc to be paid by members shall be determined by resolution of Council at the Annual General Meeting each year.

## **MEMBERS' LIABILITY**

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

## **COUNCIL**

12. a) Council shall consist of the Office Bearers of the Association, Life Members and two delegates from each affiliated Club who are senior members of that Club (one of whom should be a member of that Club's Executive Committee).
- b) i) The Club Secretary shall notify the Association Secretary of the names and addresses of delegates at least seven days prior to the first meeting of Council each year.
- ii) Persons appointed to Council shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year.
- c) Notwithstanding the provisions of Clause 12 b) (i), a Club has the right to withdraw a delegate and appoint another delegate in that delegate's place.

## **POWERS OF THE COUNCIL**

13. The Council shall be responsible for the execution of the objects of the Association and without any way limiting this responsibility shall have power to:
  - a) Control and manage the affairs of the Association.
  - b) Make or amend Rules and By-Laws not inconsistent with this Constitution.
  - c) Fix fees payable by members and enforce payment thereof.
  - d) Control the funds of the Association and for that purpose to:
    - i) open and operate banking accounts,
    - ii) invest funds in any manner authorised by law for the investment of trust funds,

- iii) acquire real and personal property of all descriptions and sell or otherwise dispose of it,
  - iv) borrow money on behalf of the Association and give security therefore,
  - v) enter into guarantees of indebtedness on behalf of any affiliated Club, and
  - vi) generally carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association.
- e) Appoint two delegates and two proxy delegates to represent the Association on the Council of Netball NSW. Such delegates must be Executive members of the Association.
  - f) Appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit.
  - g) Take action in accordance with the Member Protection Policy pursuant to this Constitution and/or By-Laws against any affiliated Club or financial member.
  - h) Ensure that the Secretary of the Association forwards to Netball NSW on or before 1 April in each year the Association affiliation fee and a list showing the names and addresses of existing members of Netball NSW together with the names and addresses of new applicants for Netball NSW membership, who have paid their annual membership fee.
  - i) Ensure that supplementary lists with the names and addresses of additional applicants for Netball NSW membership are received by Netball NSW by the 1<sup>st</sup> day of each month. All such lists shall differentiate between classes of members. Upon receipt by Netball NSW of each list those persons shall be deemed to have renewed their membership until 31 March next.
  - j) All membership fees are to be paid by the Association by the due date as detailed on the appropriate invoice from Netball NSW.

### **MEETINGS OF COUNCIL**

14. The Council shall meet at least four times each year on dates to be fixed by Council. At least three of these meetings shall be held at not less than monthly intervals between April and September inclusive.
- a)
    - i) The President shall take the chair at all meetings and in the President's absence the chair shall be taken by the Vice President.
    - ii) If neither the President nor Vice President is present within 30 minutes of the time fixed for the commencement of the meeting, the members shall elect a Chairperson.
  - b)
    - i) Not less than seven days' written notice shall be given specifying the time and place of the meeting of Council, and any special business to be dealt with, other than that set out in the By-Laws.
    - ii) The accidental omission to give any member of Council such notice shall not invalidate the meeting nor any of the business of the meeting.
  - c)
    - i) A quorum shall consist of at least one half of the Office Bearers and delegates representing at least one half of the affiliated Clubs.
    - ii) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.

- iii) The Secretary shall give written notice thereof to members of Council and to the Secretary of each affiliated Club.
- d)
  - i) Each member (including Office Bearers) shall have one vote to be taken in such manner as the Chairperson shall direct, except that a secret ballot shall be taken if any member requests it.
  - ii) In the case of an equality of votes, the President shall, in addition, have a casting vote.
  - iii) There shall be no voting by proxy.
- e)
  - i) Each delegate present at a meeting of the Council shall sign an attendance record and that delegate shall be a member of the Club they represent.
  - ii) A delegate may represent one Club only at any meeting of the Council.
  - iii) A delegate must be a Senior Member.
- f) Order of business at Council Meetings shall be:
  - i) Apologies
  - ii) Confirmation of Minutes
  - iii) Business arising from Minutes
  - iv) Confirmation of Executive Committee Report
  - v) Business arising from Executive Committee Report
  - vi) Notices of Motion
  - vii) Elections
  - viii) Correspondence and Business arising from correspondence
  - ix) Reports Treasurer  
Other Executive Committee Member reports  
Sub-Committee Reports  
Delegates to other Organisations  
Any other reports
  - x) General Business

### **SPECIAL GENERAL MEETINGS**

15. A Special General Meeting may be called by the President and Secretary or at the request of two or more Clubs.
- a) Not less than 21 days' written notice shall be given to each Office Bearer, Life Member and the Secretary of each affiliated Club, specifying the time and place of a Special General Meeting.
  - b) The accidental omission to give any member such notice shall not invalidate the meeting nor any of the business of the meeting.
  - c) The President shall take the chair at the meeting and in the President's absence the chair shall be taken by the Vice President. If neither the President nor Vice President is present within 30 minutes of the time fixed for the commencement of the meeting, the members shall elect a Chairperson.
  - d) A quorum for a Special Meeting shall consist of at least one-half of the Office Bearers and at least one-half of the delegates.
  - e) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.

- f) The Secretary shall give members written notice thereof.
- g) Each member (including Office Bearers) shall have one vote to be taken in such manner as the Chairperson shall direct except that a secret ballot shall be taken if any member requests it.
- h) In the case of an equality of votes, the President shall, in addition, have a casting vote.
- i) There shall be no voting by proxy.
- j) Each delegate present at a Special General Meeting of the Council shall sign an attendance record and that delegate shall be a member of the Club they represent.
- k) A delegate may represent one Club only at any Special General Meeting.

### **EXTRAORDINARY MEETINGS**

16. Extraordinary Meetings shall be called by the Secretary at the direction of the President, or on a requisition signed by not less than one quarter of the members of Council.
- a)
    - i) Not less than 21 days' notice shall be given to the Secretary of each affiliated Club specifying the time and place of an Extraordinary Meeting of Council, and the nature of business to be considered.
    - ii) The accidental omission to give any member of Council such notice shall not invalidate the meeting nor any business of the meeting.
  - b) The President shall take the chair at the meeting and in the President's absence the chair shall be taken by the Vice President. If neither the President nor Vice President is present within 30 minutes of the time fixed for the commencement of the meeting, the members shall elect a Chairperson.
  - c)
    - i) A quorum for an Extraordinary Meeting of Council shall consist of at least one half of the Office Bearers and delegates representing at least one half of the affiliated Clubs.
    - ii) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.
    - iii) The Secretary shall give written notice thereof to members of Council and to the Secretary of each affiliated Club.
  - d)
    - i) Each member (including Office Bearers) shall have one vote to be taken in such manner as the Chairperson shall direct, except that a secret ballot shall be taken if any member requests it.
    - ii) In the case of an equality of votes, the President shall, in addition, have a casting vote.
    - iii) There shall be no voting by proxy.
  - e)
    - i) Each delegate present at an Extraordinary Meeting of the Council shall sign an attendance record and that delegate shall be a member of the Club they represent.
    - ii) A delegate may represent one Club only at any Extraordinary Meeting of Council.

## **ANNUAL GENERAL MEETINGS**

17. a) i) The Annual General Meeting shall be held in November each year.
  - ii) All financial members may attend but voting shall be restricted to Office Bearers, Life Members and two delegates from each Club, who shall be members of that Club.
  - iii) Each voting member shall have one vote which shall be taken in such manner as the Chairperson shall direct except that a secret ballot shall be taken if any member requests it.
  - iv) There shall be no voting by proxy.
- b) The business of the Annual General Meeting shall be:
  - i) confirmation of the minutes of the previous Annual General Meeting,
  - ii) the consideration and adoption of the Annual Report and audited Balance Sheet,
  - iii) Appointment of a Returning Officer,
  - iv) appointment of an auditor for the ensuing year,
  - v) such business as the meeting thinks fit, and
  - vi) election of Office Bearers.
- c) Office Bearers appointed at the Annual General Meeting shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year.
- d) i) Not less than 21 days' written notice of the date of the Annual General Meeting of the Association shall be given to each Office Bearer, Life Member and to the Secretary of each affiliated Club.
  - ii) A copy of the Annual Report and audited Balance Sheet shall accompany such notice.
- e) The accidental omission to give any member such notice shall not invalidate the meeting nor any of the business of the meeting.
- f) At the Annual General Meeting of the Association at least one-half of the Office Bearers and at least one-half of the delegates shall constitute a quorum.
- g) i) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.
  - ii) The Secretary shall give members written notice thereof.
- h) i) The President shall take the chair at the Annual General Meeting of the Association.
  - ii) In the President's absence the Chair shall be taken by the Vice-President.
  - iii) If neither the President nor the Vice-President is present within 30 minutes of the time fixed for the commencement of the meeting, the members present shall elect a Chairperson.

## **EXECUTIVE COMMITTEE**

18. a) Election of Office Bearers:
- i) The ballot for the election of the Office Bearers to form the Executive Committee shall take place at the conclusion of the business of the Annual General Meeting.
  - ii) The following Office Bearers shall be elected:
    - President
    - Vice-President
    - Secretary
    - Treasurer
    - Senior Registrar
    - Intermediate Registrar
    - Junior Registrar
    - Competitions Convenor
    - Competitions Assistant
    - Senior Umpire Convenor
    - Junior Umpire Convenor
    - Coaching Convenor
    - Senior Rep Convenor
    - Junior Rep Convenor
    - Public Relations Convenor
- b) i) Nominations for election, signed by two Senior Members and with the written consent of the nominee, shall be lodged with the Association Secretary at least 28 days prior to the meeting at which the elections are to be held.
- ii) Qualifications shall accompany each nomination.
- iii) Existing Office Bearers shall be eligible for re-election.
- iv) To be eligible for nomination for the Executive Committee a nominee must be a Senior Member of a Club affiliated with the Penrith District Netball Association and Netball NSW.
- c) The President of the Association shall not hold the position of President of an affiliated Club.
- d) No person shall be elected to more than one position on the Executive Committee.
- e) Not more than one-third of the members of the Executive Committee shall be members of any one affiliated Club.
- f) i) The Executive Committee shall exercise the functions and powers of the Council between meetings of Council and its decisions shall be subject to ratification by Council at its next meeting.
- ii) Not less than one-half of the members of the Executive Committee shall constitute a quorum.
- g) i) The Executive Committee is empowered by Council to take appropriate action under the Member Protection Policy pursuant to this Constitution against any affiliated Club or financial member of the Association.
- h) i) A vacancy of the Executive Committee shall be filled by Council.



- ii) A vacancy shall be deemed to have occurred in respect of any member who has failed to attend three consecutive scheduled meetings of the Association (excluding Extraordinary Meetings) without reasonable grounds, which shall be determined by the Executive Committee.
- iii) No Office Bearer shall be entitled to receive remuneration for any services as such.

### **MEETINGS OF EXECUTIVE COMMITTEE**

- 19. a) Regular Executive Meetings shall be held by the Office Bearers throughout the year.
- b) Should it be necessary to call additional meetings, all Office Bearers shall be notified at least 24 hours prior to the meeting being held.
- c) Should a quorum of the Executive Committee be present, an emergency meeting may be convened.

### **SUB-COMMITTEES**

- 20. a) The President, Secretary and Treasurer shall be ex-officio members of all sub-committees and panels.
- b) The Council may, from time to time, appoint such sub-committees as it thinks fit and define the functions thereof.

### **FINANCE**

- 21. a) Source of Funds. The funds of the Association shall be derived from membership fees of members, playing and other fees and donations, levies and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive Committee determines.
- b) The banking accounts of the Association shall be kept at a financial institution approved by the Council and all cheques operating on the accounts shall be signed by any two of the following Office Bearers: President, Secretary and Treasurer.
- c) The financial year of the Association shall commence on 1 July and end on 30 June of the ensuing year.
- d)
  - i) The books of the Association shall be audited each year by a qualified person who is not a member of the Association.
  - ii) An audited Balance Sheet shall be presented to each Annual General Meeting.
  - iii) All bank statements to be tabled at each meeting of Council together with a written financial report.
- e) All Netball NSW fees are to be paid by the due date.

## **EMPLOYEES**

22. The Executive Committee will appoint and determine the terms of employment of all employees to the Association. The category of each employee will be defined and approved by the Executive Committee. Any employee shall not be an elected member of the Association's Executive Committee.

## **CUSTODY OF BOOKS**

23. Except as otherwise provided by these rules, all records, and other documents relating to the Association shall be kept under the custody or control of the Secretary.

## **INSPECTION OF RECORDS**

24. Any member of the Council may inspect the accounts and minute books of the Association to the extent required by the Act at any reasonable time.

## **ENFORCEMENT OF CONSTITUTION**

25. a) The authority of the Association shall extend to, and be recognised by, all affiliated Clubs and individual members.
- b) The Council delegates its powers to the Executive Committee to deal with all matters in relation to the Member Protection Policy.

## **ALTERATIONS TO CONSTITUTION, BY-LAWS AND STANDING ORDERS**

26. a) This Constitution, the By-Laws and Standing Orders of the Association may be altered by resolution passed by a majority of at least two thirds of the members present and voting at an Annual General Meeting or Special General meeting of the Association of which not less than 21 day's written notice specifying the resolution/s to be proposed has been given.
- b) Any alteration made to the Constitution, By-Laws or Standing Orders of the Association shall be forwarded to Netball NSW within 28 days of the meeting at which such alteration was made.

## **DISSOLUTION OF THE ASSOCIATION**

27. a) The Association shall not be dissolved except by resolution passed by a majority of at least two-thirds of the members present and voting at a Special General Meeting of the Association of which not less than 21 days' written notice specifying the resolution to be proposed has been given.
- b) On dissolution of the Association, any property whatsoever remaining after the determination and settlement of all debts and liabilities shall be paid or transferred to Netball NSW to be used in the promotion of Netball within the boundaries of the area referred to in Clause 5.