

BRISBANE NORTH NETBALL INCORPORATED

CONSTITUTION

29 May 2019

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1. NAME

- 1.1 The name of the incorporated Association is Brisbane North Netball Incorporated.

2. DEFINITIONS & INTERPRETATIONS

- 2.1 In these rules 'Act' means the 'Associations Incorporation Act 1981 (Qld)' as amended from time to time.
- 2.2 A word or expression not defined in these rules, but is defined in the Act, has if the context permits, the meaning given by the Act.
- 2.3 Where the constitution conflicts with any other instrument of the Association, this Constitution shall prevail.
- 2.4 In this Constitution unless the context requires otherwise, the following words and expressions have the following meanings:
- 2.4.1 **Affiliated Association** means any association who has paid the prescribed annual fee to the Brisbane North Netball Incorporated;
- 2.4.2 **Association** means Brisbane North Netball;
- 2.4.3 **BNA** means Brisbane Netball Association
- 2.4.4 **Board** as defined in the Association Incorporations Act as outlined in Clause 15 of this Constitution;
- 2.4.5 **By Laws** means any by-laws made by the Board under Clause 34.
- 2.4.6 **Chairperson** means a person elected or nominated to conduct a meeting of the Board (in the absence of the President), Committee or Sub-Committee.
- 2.4.7 **Constitution** means this constitution of the Association.
- 2.4.8 **Director** means a Board Member appointed in accordance with this constitution.
- 2.4.9 **DPNA** means the Downey Park Netball Association
- 2.4.10 **Financial Year** is the 12 month period concluding on 30 September
- 2.4.11 **General Meeting** means the annual, any general or special general meeting of the Association;

- 2.4.12 **Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or registrable) relating to the Association or any championship, competition, series or event of netball activity conducted, promoted or administered by the Association;
- 2.4.13 **Independent Advisor** means an independent member appointed from time to time to act in accordance with this constitution;
- 2.4.14 **Member** means a registered member of the Association recognised under Clause 5 from time to time in such categories as may be defined in this Constitution or the By-Laws;
- 2.4.15 **NQ** means Netball Queensland Limited;
- 2.4.16 **Operations Committee** consists of one member from each Affiliated Association of the Brisbane North Netball and in accordance with Clause 24 of this constitution.
- 2.4.17 **Objects** means the objects of the Association under Clause 3;
- 2.4.18 **President** means the President for the time being of the Association;
- 2.4.19 **PRNA** means Pine Rivers Netball Association;
- 2.4.20 **QCNA** means Queensland Catholic Netball Association;
- 2.4.21 **RLNA** means Redcliffe Leagues Netball Association;
- 2.4.22 **Seal** means the common seal of the Association and includes any official seal of the Association; and
- 2.4.23 **Special Resolution** means a resolution passed in accordance with the Act.

2.5 Sole Purpose

- 2.5.1 The Association is established solely for the Objects.

2.6 Model Rules

- 2.6.1 The model rules under the Act are expressly displaced by this Constitution.

2.7 Severance

- 2.7.1 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

3. OBJECTS

The objects of the Association are:

- 3.1 To negotiate and enter into licence arrangements with NQ and/or such other bodies as the Association shall from time to time determine.
- 3.2 To foster, develop and promote the sport of netball in the Association's community.
- 3.3 To identify and recruit players and coaches for NQ State Level Competition/s.
- 3.4 To plan and conduct training and development programs for players, coaches and umpires in the Association's community.
- 3.5 To establish player, coach and umpire pathways through the Association's activities.
- 3.6 To identify, negotiate and enter into commercial arrangements with sponsors, ensuring the viability of the Association.
- 3.7 To seek to resolve any and all disputes which may arise between members of the Association in all matters pertaining to the sport of netball.
- 3.8 To undertake such acts and to do such things as are incidental or conducive to the attainment of, or furtherance of, these objects.

4. POWERS & DUTIES

- 4.1 The Association has the powers of an individual.
- 4.2 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.3 Without limiting Clause 4.2, the Association may:
- 4.3.1 Acquire, hold and dispose of real or personal property;
- 4.3.2 Open and operate accounts with financial institutions;

- 4.3.3 Invest its money in any security in which trust monies may lawfully be invested;
 - 4.3.4 Raise and borrow money on any terms and in any manner as it thinks fit;
 - 4.3.5 Secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 4.3.6 Appoint agents to transact business on its behalf;
 - 4.3.7 Enter into any other contract it considers necessary or desirable;
 - 4.3.8 Make charges for services and facilities it supplies; and
 - 4.3.9 Apply for grants, sponsorship or financial support.
- 4.4 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5 CLASSES OF MEMBERS

- 5.1 The membership of the Association shall consist of any of the following classes of members:

5.1.1 Full Member

- 5.1.1.1 A Full Member being a financial Affiliated Association of the Association and NQ comprising of at least four netball clubs or teams.
- 5.1.1.2 A Full Member will be entitled to one vote at General Meetings of the Association.
- 5.1.1.3 A Full Member authorised representative must be over 18 years of age.
- 5.1.1.4 A Full Member does not have any voting rights at a Board Meeting.

5.1.2 Ordinary Members

- 5.1.2.1 An individual player of an Affiliated Netball Association who has paid the prescribed annual registration fee to NQ, the affiliated Netball Association and the Association.
- 5.1.2.2 Ordinary Members may attend General meetings but do not have voting rights at any meeting of the Association.

5.1.2.3 A Brisbane North contracted player is automatically included as an ordinary member.

5.1.3 **Non-Playing Member**

5.1.3.1 An individual member of an affiliated Netball Association who is a non-player including, but not limited to coaches, umpires and managers and who has paid the prescribed annual registration fee to Netball Queensland.

5.1.3.2 Non-Playing Members do not have voting rights at any meeting of the Association.

5.1.4 **Volunteer Member**

5.1.4.1 An individual member of an affiliated Netball Association and who has registered with Netball Queensland as a volunteer.

5.1.4.2 Volunteer Members do not have voting rights at any meeting of the Association.

5.1.5 **Independent Advisor**

5.1.5.1 An Independent Advisor will be appointed from time to time by the Board.

5.1.5.2 The Independent Advisor has no voting rights.

5.1.5.3 The Independent Advisor will become a financial member of NQ and the Association.

5.2 The number of ordinary, non-playing, volunteer members and Independent Advisors are unlimited.

6. NEW MEMBERSHIP

6.1 An application for membership of the Association shall be submitted to the Association's Secretary with the following:

6.1.1 A completed prescribed written application form including but not limited to:

6.1.1.1 The name and signature of a proposer who is a financial member of the Association;

6.1.1.2 The name and signature of a seconder who is a financial member of the Association;

6.1.1.3 The signature of the applicant; and

6.1.1.4 Any required prescribed fees.

6.1.2 A copy of the member's Blue Card particulars or equivalent requirement as legislated.

6.2 The Secretary shall refer all applications for membership to the Board for acceptance or rejection at its next meeting or through an out of session motion.

7. MEMBERSHIP FEES

7.1 The membership fee for each membership class of membership (if any); and any other fees or levies payable by Members or categories of Members to the Association, the time for and manner of payment, shall be as determined by the Board.

7.2 The Board is empowered to prevent any Member who has any fee owing to the Association in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.

8. ADMISSION AND REJECTION OF NEW MEMBERS

8.1 The Board must consider an application for membership at the next Board meeting held after it receives:

8.1.1 The application for membership; and

8.1.2 The appropriate membership fee for the application.

8.2 The Board must ensure that, as soon as possible after the person applies to become a member of the association, and before the Board considers the person's application, the person is advised:

8.2.1 Whether or not the Association has public liability insurance; and

8.2.2 If the Association has public liability insurance—the amount of the insurance.

8.3 The Board must, decide by a majority vote, at the meeting whether to accept or reject the application.

8.4 All applicants for membership must be a fit and proper person to become a member of the Association, and the Board will determine the process by which an applicant shall satisfy the Board that they are a fit and proper person, including but not limited to conditions outlined in Clause 9.3 of this constitution.

- 8.5 If a majority of the Board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 8.6 If a membership application is refused, the Secretary must notify the applicant in writing within 28 days after the Board makes a decision.
- 8.7 The Board members are not required or compelled to provide any reason for the rejection of membership.
- 8.8 Should an applicant wish to appeal this decision; the notice of intention must be given to the secretary within 28 days after the person receives written notification of the decision. This request for appeal must be accompanied by \$500, which will be refunded only if the appeal is successful.

9. WHEN MEMBERSHIP ENDS

- 9.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 9.2 The resignation takes effect at:
 - 9.2.1 The time the notice is received by the Secretary; or
 - 9.2.2 If a later time is stated in the notice - the later time.
- 9.3 The Board may terminate or reject a member's membership if the member:
 - 9.3.1 Is convicted of an indictable offence; or
 - 9.3.2 Does not comply with any of the provisions of the constitution, by-laws and the policies and procedures endorsed by the Association; or
 - 9.3.3 Has membership fees in arrears for at least two months; or
 - 9.3.4 Conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association or the sport.
- 9.4 Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why their membership should not be terminated in accordance with the by-laws or any relevant policies or procedures.
- 9.5 If the member waives their right to appeal or fails to attend the appeal's meeting a decision will be made in their absence.

- 9.6 If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the Board must give the member written notice of the decision within seven days.
- 9.7 Where a membership ends, all fees paid shall be forfeited to the Association.

10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the Secretary within 28 days after the person receives written notice of the decision, subject to clause 8.6 and 8.7.
- 10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within 28 days after receiving the notice, call a General Meeting to decide the appeal.

11 GENERAL MEETING TO DECIDE APPEAL

- 11.1 The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.
- 11.2 At the General Meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 11.3 The Board and the Board members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the General Meeting.
- 11.5 If a person whose application for membership has been rejected and does not appeal against the decision within 28 days after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, all fees paid shall be forfeited to the Association.
- 11.6 If the member waives their right to appeal or fails to attend the meeting a decision will be made in their absence.

12 REGISTER OF MEMBERS

- 12.1 The Board must keep a Register of Members of the Association.

- 12.2 The Register must include the following particulars for each member:
- 12.2.1 The full name of the member;
 - 12.2.2 The postal or residential address of the member;
 - 12.2.3 The date of admission as a member;
 - 12.2.4 The date of death or time of resignation of the member;
 - 12.2.5 Details about the termination or reinstatement of membership;
and
 - 12.2.6 Any other particulars the Board or the members at a General Meeting decide.
- 12.3 An Affiliated Association delegate may inspect the Register upon a written request to the Secretary, approved at the discretion of the Board.
- 12.4 Having regard to confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, Director or Delegate, shall be available for inspection (but not copying) by Members, upon reasonable request.
- 12.5 Inspection of Association records will only be made available to Members where the purpose of the inspection is for a proper purpose and is in good faith. This will be determined by the Board in its sole discretion taking into consideration confidentiality and privacy considerations.

13 PROHIBITION ON USE OF INFORMATION IN REGISTER OF MEMBERS

- 13.1 A member of the Association must not:
- 13.1.1 Use information obtained from the Register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or for trading player information; or
 - 13.1.2 Disclose information obtained from the Register to someone else, knowing the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or for trading player information.

14 EFFECT OF MEMBERSHIP

- 14.1 Members acknowledge and agree that:
- 14.1.1 This constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution, By-Laws, policies and procedures and the NQ constitution, regulations and policies and procedures;

- 14.1.2. They shall comply with and observe this Constitution and By-Laws, and any determination, resolution or policy, which may be made or passed by the Board or any other entity with delegated authority;
- 14.1.3 By submitting to the Constitution, By-Laws and policies, they are subject to the jurisdiction of the Association and NQ;
- 14.1.4 The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Netball as a community service in North Brisbane;
- 14.1.5 Neither members of the Association nor this Constitution gives rise to:
 - 14.1.5.1 Any proprietary right of Members in, to or over the Association or its property or assets;
 - 14.1.5.2 Any automatic right of a Member to renewal of their membership of the Association;
 - 14.1.5.3 Subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- 14.1.6 They are entitled to all benefits, advantages, privileges and service of Association membership.
- 14.2 A right, privilege or obligation of a person by reason of their membership of the Association:
 - 14.2.1 Is not capable of being transferred or transmitted to another person; and
 - 14.2.2 Terminates upon the cessation of membership whether by death, refusal, resignation or otherwise.

15. MEMBERSHIP OF BOARD

- 15.1 The Board of the Association shall consist of:
 - 15.1.1 President;
 - 15.1.2 Vice president;
 - 15.1.3 Secretary;
 - 15.1.4 Finance Officer; and
 - 15.1.5 One Director
- 15.2 A member of the Board must be:
 - 15.2.1 A financial member of the Association having been duly elected as an officer of the Association;
 - 15.2.2 A financial member of an Affiliated Association;
 - 15.2.3 Not insolvent or an undischarged bankrupt;
 - 15.2.4 Not convicted of an indictable offence;

- 15.2.5 Have no outstanding disciplinary action, must not have been in any adverse disputes, discipline or court action involving:
- 15.2.5.1 The Association;
 - 15.2.5.2 Any netball Association affiliated with the Association;
 - 15.2.5.3 NQ or any Affiliated Association with NQ; or
 - 15.2.5.4 Netball Australia or any affiliated State with Netball Australia.
- 15.3 Board Members have full voting rights at all Board and General Meetings of the Association, namely one voting right per member.
- 15.4 A Board Member cannot be employed by the Association.
- 15.5 Election of officers will occur in even numbered years, the President, Finance Officer and Director, and in odd numbered years, the Vice President, and Secretary. The nominated officers must retire from office but shall be eligible upon nomination for re-election.
- 15.6 All elected and appointed members of the Board must be willing to undergo a Police Check as required under the Association's affiliation with NQ.
- 15.7 Must be the holder of a current valid working with children (blue card); and
- 15.8 A member of the Association may be appointed to a casual vacancy on the Board under Clause 18.
- 15.9 The Board from time to time, may co-opt Independent Advisors with appropriate experience and expertise to assist the Board as the Board thinks fit. These advisors will bring expertise in areas, not limited to, governance; fundraising; sponsorship; human resource management; and financial management. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

16 ELECTING THE BOARD

- 16.1 A member of the Board may only be elected as follows:
- 16.1.1 Any two financial members of the Association or an Affiliated Association may nominate another member (the Candidate) to serve as a member of the Board;
 - 16.1.2 The nomination must be:
 - 16.1.2.1 In writing on the approved nomination form;
 - 16.1.2.2 Signed by the candidate and the members who nominated them;

- 16.1.2.3 Given to the Secretary at least 28 days before the Annual General Meeting at which the election is to be held; and
 - 16.1.2.4 Each member of the Association present and eligible to vote at the Annual General Meeting may vote for one candidate for each vacant position on the Board;
 - 16.1.2.5 If, at the start of the Annual General Meeting, there are no candidates nominated for a position on the Board, nominations may be taken from the floor of the meeting.
- 16.2 A person may be a candidate only if the person:
- 16.2.1 Is an adult; and
 - 16.2.2 Is not ineligible to be elected as a member under Clause 14.2 14.2 of this Constitution.
- 16.3 A list of the candidates' names in alphabetical order, the Club that they are affiliated with, together with the names of the members who nominated each candidate, must be posted on the Association's website at least 14 days immediately preceding the Annual General Meeting.
- 16.4 Balloting lists must be prepared containing the surnames of the candidates in alphabetical order.
- 16.5 Should any member be nominated for an office on the Board an election by a secret ballot shall be conducted in the manner as outlined in the Association's by-laws and policies and procedures.
- 16.6 No person shall fill more than one position on the Board at any one time.
- 16.7 No Affiliated Association shall be represented by more than two representatives on the Board at any one time.

17. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF A BOARD MEMBER

- 17.1 A Board Member may resign from the Board by giving written notice of resignation to the Secretary.
- 17.2 The resignation takes effect at:
- 16.1.1 The time the notice is received by the Secretary; or
 - 16.1.2 If a later time is stated in the notice - the later time if acceptable by all parties.
- 17.3 A Board Member may be removed from office at a General Meeting of the Association if a majority of the members present and eligible to

vote at the meeting vote in favour of removing the member.

- 17.4 Before a vote of members is taken to remove a member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 17.5 A member has no right of appeal against their removal from office under this rule.
- 17.6 A Board member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of Act.

18. VACANCIES ON BOARD

- 18.1 If a casual vacancy occurs on the Board to ensure rotational terms in accordance with the constitution, the continuing members of the Board may appoint another member of the Association to fill the vacancy, and the person so appointed, may continue in office up to the Annual General Meeting at which, their term would have expired.
- 18.2 The continuing members of the Board may continue to operate despite a casual vacancy on the Board existing.
- 18.3 If the number of Board members is less than the number fixed under Clause 21 as a quorum of the Board, the continuing members may act only to:
 - 18.3.1 Increase the number of Board members to the number required for a quorum; or
 - 18.3.2 Call a General Meeting of the Association.

19 FUNCTIONS OF BOARD

- 19.1 Subject to these rules or a resolution of the members of the Association carried at a General Meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.
- 19.2 The Board has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note - The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.
- 19.3 The Board may exercise the powers of the Association:
 - 19.3.1 To borrow, raise or secure the payment of amounts in a way the members of the Association decide; and

- 19.3.2 To secure the amounts mentioned in Clause 19.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Associations property, both present and future; and
 - 19.3.3 To purchase, redeem or pay off any securities issued; and
 - 19.3.4 To borrow amounts from members and pay interest on the amounts borrowed; and
 - 19.3.5 To mortgage or charge the whole or part of its property; and
 - 19.3.6 To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - 19.3.7 To provide and pay off any securities issued; and
 - 19.3.8 To invest in a way the members of the Association may from time to time decide.
- 19.4 For Clause 19.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- 19.4.1 The financial institution for the Association; or
 - 19.4.2 If there is more than one financial institution for the Association - the financial institution nominated by the Board.

20 MEETINGS OF BOARD

- 20.1 Subject to these rules, the Board may meet and conduct its proceedings as it considers appropriate.
- 20.2 The Board must meet at least once every two months to exercise its functions.
- 20.3 The Board must decide how a meeting is to be called.
- 20.4 Notice of a Meeting is to be given in the way decided by the Board.
- 20.5 The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 20.6 A Board member who participates in the meeting as mentioned in Clause 20.5 is taken to be present at the meeting.
- 20.7 A question arising at a Board Meeting is to be decided by a majority vote of members of the Board members present at the meeting and, if the votes are equal, it will be decided in the negative.
- 20.8 A member of the Board must not vote on any matter where there is a conflict of interest. Where a conflict of interest is identified, the Board

Member must disclose that conflict and that disclosure must be noted in the minutes.

20.9 No proxy votes shall be allowed at a Board Meeting.

20.10 The President is to preside as chairperson at a Board Meeting.

20.11 If there is no President or if the President is not present within ten minutes after the time fixed for a Board Meeting, the Vice President will preside as chairperson at the meeting. In the event that both the President and Vice President are absent at the meeting, the member may choose another member to preside as chairperson at the meeting.

20.12 Financial members of the Association may request to the Secretary in writing to attend a Board meeting. Any such request:

20.12.1 Must be received 14 days prior to the meeting;

20.12.2 Must state the reason for their attendance;

20.12.3 The Board may consider the request but is not obliged to allow the attendance by the member; and

20.12.4 Should the attendance be approved; the member may attend only for the discussion as outlined in the request.

20.13 The Board may invite any member to a Board meeting who can provide advice, guidance and assistance from time to time.

21 QUORUM FOR AND ADJOURNMENT OF BOARD MEETING

21.1 At a Board Meeting, more than 50% of the members elected or appointed to the Board as at the close of the last General Meeting of the members form a quorum.

21.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.

21.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board:

21.3.1 The meeting is to be adjourned for at least one day; and

21.3.2 The members of the Board who are present are to decide the day, time and place of the adjourned meeting.

22 SPECIAL MEETING OF BOARD

22.1 If the Secretary receives a written request signed by at least 50% of the members of the Board, the Secretary must call a Special Meeting of the Board by giving each member of the Board member notice of the meeting within 14 days after the Secretary receives the request.

- 22.2 If the Secretary is unable or unwilling to call the Special Board Meeting, the President must call the meeting.
- 22.3 A request for a Special Board Meeting must state:
- 21.3.1 Why the Special Board Meeting is called; and
 - 21.3.2 The business to be conducted at the meeting.
- 22.4 A notice of a Special Board meeting must state:
- 21.4.1 The day, time and place of the meeting; and
 - 21.4.2 The business to be conducted at the meeting.
- 22.5 A Special Board meeting must be held within 14 days after notice of the meeting is given to the members of the Board.

23 MINUTES OF BOARD MEETINGS

- 23.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are stored electronically as part of the Association records.
- 23.2 To ensure the accuracy of the minutes, the minutes of each Board Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board meeting, verifying their accuracy. The use of an electronic signature is acceptable.

24. OPERATIONS COMMITTEE

- 24.1 The Operations Committee consists of Full Members of the Association having been duly appointed by an Affiliated Association to become a member of the Operations Committee.
- 24.2 An Operations Committee Member must be:
- 24.2.1 A financial member of Netball Queensland over 18 years of age;
 - 24.2.2 A financial member of an Affiliated Association affiliated with the Association;
 - 24.2.3 Not insolvent or an undischarged bankrupt;
 - 24.2.4 Not convicted of an indictable offence;
 - 24.2.5 Have no outstanding disciplinary action, must not have been in any adverse disputes, discipline or court action involving:
 - 24.2.5.1 The Association;
 - 24.2.5.2 Any netball Association affiliated with the Association;
 - 24.2.5.3 NQ or any Affiliated Association with NQ; or
 - 24.2.5.4 Netball Australia or any affiliated State with Netball Australia.

- 24.3 An Operations Committee member cannot be employed by the Association.
- 24.4 The role of the Operations Committee is to:
- 24.4.1 Represent their Affiliated Association at all Operations Committee meetings and Association General Meetings;
 - 24.4.2 Encourage their members to actively participate in programs offered by the Association, including but not limited to coaches, umpires and volunteers;
 - 24.4.3 Identify how the Association can assist their Affiliated Association to develop the sport of netball;
 - 24.4.4 Be the conduit between the Association and their Affiliated Association;
 - 24.4.5 Ensure the Association is mindful of the needs of the Affiliated Association and that fairness and equity for selections and programs is implemented;
 - 24.4.6 Support fundraising efforts of the Association; and
 - 24.4.7 Assist in identifying any potential sponsors for the Association.

25 SUB COMMITTEES

- 25.1 The Board may appoint sub-committees consisting of appropriate members of the Association or any member from an Affiliated Association to help with the conduct of the Association's operations.
- 25.2 A member of the sub-committee who is not a member of the Board is not entitled to vote at a Board meeting.
- 25.3 A sub-committee may elect a Chairperson for its meetings where it is not incorporated as part of any relevant policy or procedure.
- 25.4 If a chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose another member to be chairperson of the meeting.
- 25.5 A sub-committee may meet and adjourn as it considers appropriate.
- 25.6 A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 25.7 No sub-committee shall be represented by a majority of members from the same Affiliated Association.
- 25.8 With the exception of the Selection Sub-Committee, where a sub-committee consists of three or less members, members shall consist of not more than one from any Affiliated Association, including the convenor.

25.9 The Selection Sub-Committee will consist of five members of which a minimum of three Affiliated Associations will be represented.

26 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

26.1 An act performed by the Board, Operations Committee, a Sub Committee or a person acting as a member of the Board is taken to have been validly performed.

26.2 Clause 26.1 applies even if the act was performed when:

26.2.1 There was a defect in the appointment of a member of the Board, Operations Committee, Sub-Committee or person acting as a member of the Board; or

26.2.2 A Board member, Operations Committee member, Sub-Committee member or person acting as a member of the Board was disqualified from being a member.

27 RESOLUTIONS OF BOARD WITHOUT MEETING

27.1 A circular resolution electronically approved by each member of the Board is as valid and effectual as if it had been passed at a Board Meeting that was properly called and held.

27.2 A resolution mentioned in Clause 27.1 may consist of several documents in like form, each electronically approved by each member of the Board.

28 ANNUAL GENERAL MEETING

28.1 Each Annual General Meeting must be held:

28.1.1 At least once each year; and

28.1.2 Within six months after the end date of the Association's reportable financial year.

29 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

29.1 The following business must be conducted at each Annual General Meeting of the Association:

29.1.1 President's report;

29.1.2 Receiving of the Association's financial statement and audit report for the last reportable financial year;

29.1.3 Presenting the financial statement and audit report to the meeting for adoption;

29.1.4 Acceptance of applications for affiliations from Affiliated Associations;

29.1.5 Standing down of ceasing Board members and electing members of the Board;

- 29.1.6 Appointing an auditor for the present financial year;
- 29.1.7 Appointing a Patron;
- 29.1.8 Appointing any honorary positions; and
- 29.1.9 Election of sub committees in line with the by-laws or relevant policy or procedures.

30 NOTICE OF GENERAL MEETING

- 30.1 The Secretary may call a General Meeting of the Association under the direction of the Board.
- 30.2 The Secretary must give at least 14 days' notice of the General Meeting and 28 days' notice of the Annual General Meeting to each Affiliated Association of the Association.
 - 30.2.1 Each Affiliated Association shall be responsible for taking reasonable steps to notify their members of these meetings.
- 30.3 If the Secretary is unable or unwilling to call the General Meeting, the President must call the meeting.
- 30.4 The Board may decide the way in which the notice must be given.
- 30.5 Notice of the following meetings must be given in writing:
 - 30.5.1 A meeting called to hear and decide the appeal of a person against the Board's decision:
 - 30.5.1.1 To reject the person's application for membership of the Association; or
 - 30.5.1.2 To terminate the person's membership of the Association.
 - 30.5.2 A meeting called to hear and decide a proposed special resolution of the Association.
- 30.6 A notice of a General Meeting must state the business to be conducted at the meeting.

31 QUORUM FOR, AND ADJOURNMENT OF A GENERAL MEETING

- 31.1 The quorum for a General Meeting is seven voting members.
- 31.2 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Board or the Association, the meeting lapses.
- 31.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board or the Association:

31.3.1 The meeting is to be adjourned up to seven days; and
31.3.2 The Board is to decide the day, time and place of the adjourned meeting.

31.4 The Chairperson may, with the consent of members at any General Meeting at which there is a quorum, and must if directed by the members, adjourn the meeting from time to time and from place to place.

31.5 If a meeting is adjourned under Clause 31.4, only the business left unfinished at the General Meeting from which the adjournment took place may be conducted at the adjourned meeting.

31.6 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned General Meeting unless a meeting is adjourned for at least 30 days.

31.7 If a General Meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

32 PROCEDURE AT GENERAL MEETING

32.1 At each General Meeting:

32.1.1 The President is to preside as chairperson except:

31.1.1.1 In relation to any election for which the President is a nominee; or

31.1.1.2 Where a conflict of interest exists.

32.1.2 If there is no President or if the President is not present within 15 minutes after the time fixed for the General Meeting or is unwilling to act, the Vice President presides over the meeting. Where neither the President or the Vice President is able to preside over the meeting, the members present must elect another member to be chairperson of the meeting; and

32.1.3 The chairperson must conduct the General Meeting in a proper and orderly way.

33 VOTING AT ANNUAL GENERAL MEETING AND GENERAL MEETING

33.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

33.2 Each member present and eligible to vote is entitled to one vote only. If the votes are equal, the resolution shall be lost.

- 33.3 A Full Member is not entitled to vote at a General Meeting if the Affiliated Association's annual affiliation fee or issued fines are in arrears at the date of the General Meeting.
- 33.4 The method of voting is to be decided by the Board.
- 33.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

34 NOTICES OF MOTION

- 34.1 Members may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than 20 days (excluding receiving date and meeting date) prior to the General Meeting. Notices of motion must include a mover and seconder.

35. SPECIAL GENERAL MEETING

- 35.1 The Secretary must call a Special General Meeting by giving each member of the Association notice of the meeting within 14 days after:
- 35.1.1 Being directed to call the meeting by the Board; or
 - 35.1.2 Being given a written request signed by:
 - 35.1.2.1 At least 50% of the number of members of the Board when the request is signed; or
 - 35.1.2.2 At least three members of the Operations Committee.
 - 35.1.3 Being given a written notice of an intention to appeal against the decision of the Board:
 - 35.1.3.1 To reject an application for membership; or
 - 35.1.3.2 To terminate a person's membership.
- 34.2 A request mentioned in Clause 35.1.2 must state:
- 35.2.1 Why the Special General Meeting is being called; and
 - 35.2.2 The business to be conducted at the Special General Meeting.
- 35.3 A Special General Meeting must be held within 30 days after the Secretary:
- 35.3.1 Is directed to call the meeting by the Board; or
 - 35.3.2 Is given the written request mentioned in Clause 35.1.2; or
 - 35.3.3 Is given the written notice of an intention to appeal mentioned in Clause 35.1.3.

- 35.4 If the Secretary is unable or unwilling to call the Special General Meeting, the President must call the meeting.

36 MINUTES OF GENERAL MEETINGS

- 36.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are electronically stored as part of the Association records.
- 36.2 To ensure the accuracy of the minutes:
- 36.2.1 The minutes of each General Meeting or Special General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting or Special General Meeting, verifying their accuracy. The use of an electronic signature is acceptable; and
- 36.2.2 The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a General Meeting, Special General or Annual General Meeting, verifying their accuracy. The use of an electronic signature is acceptable.
- 36.3 If asked in writing, by a Full Member of the Association or by an Operations Committee member, the Secretary must, within seven days after the request is made:
- 36.3.1 Make the minutes for a particular General Meeting available for inspection; and
- 36.3.2 Provide the member copies of the minutes of the General Meeting.
- 36.4 The Association may require payment of reasonable costs for providing copies of the minutes.

37 BY-LAWS

- 37.1 The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 37.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

38 POLICIES & PROCEDURES

- 38.1 The Board may make and propose policies and procedures, not inconsistent with these rules, for presentation to members.
- 38.2 A policy and procedure may be amended, repealed or approved at any meeting of the Association.

- 38.3 All policies and procedures made under this clause shall be binding on the Association and Association members.
- 38.4 Transitional arrangements for all policies and procedures of the Association in force at the date of the approval of this constitution in so far as such clauses, rules, policies and procedures, and regulations are not inconsistent with, or have been replaced by this constitution shall be deemed to be policies and procedures under this clause.

39 ALTERATION OF RULES/CONSTITUTION

- 39.1 Subject to the Act, these rules may be amended, repealed or added to from time to time by a special resolution carried at any General Meeting. No such alteration, repeal or addition shall be effective unless it is carried by a majority of three quarters of members present and entitled to vote.
- 39.2 An amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Office of Fair Trading.

40 COMMON SEAL

- 40.1 The Board must ensure the Association has a common seal.
- 40.2 The common seal must be:
- 40.2.1 Kept securely by the Secretary; and
 - 40.2.2 Used only under the authority of the Board.
- 40.3 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:
- 40.3.1 The Secretary; or
 - 40.3.2 Another member of the Board; or
 - 40.3.3 Someone authorised by the Board.

41 FUNDS AND ACCOUNTS

- 41.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.
- 41.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 41.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 41.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

- 41.5 If a payment of \$100 or more is to be made by cheque or electronic funds.
- 41.5.1 The cheque must be signed by the Finance Officer and any one of the following:
- 41.5.1.1 The President;
 - 41.5.1.2 The Secretary;
 - 41.5.1.3 One other member of the Board who has been authorised to sign cheques issued by the Association;
- 41.5.2 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 41.5.3 Electronic funds transfers must be authorised by and approved by at least two members of the Board, one being the Finance Officer.
- 41.6 A petty cash account must be kept on the industry standard system, and the Board must decide the amount of petty cash to be kept in the account.
- 41.7 All expenditure must be approved or ratified at a Board Meeting or electronically approved by the Board and presented at the next scheduled Board Meeting.

42 GENERAL FINANCIAL MATTERS

- 42.1 On behalf of the Board, the Finance Officer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 42.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- 42.3 The Finance Officer shall present a financial statement at the Board Meetings and all General Meetings.

43 DOCUMENTS

- 43.1 The Board must ensure the safe custody of electronic records, books, documents, instruments of title and securities of the Association.

44 FINANCIAL YEAR

- 44.1 The end date of the Association's financial year is 30 September in each year.

45 LIABILITY OF MEMBERS

45.1 The liability of members of the Association is limited.

45.2 A Secretary, member of the Board or member of an incorporated Association as such, is not personally liable except as provided in the rules of the incorporated Association, to contribute towards the payment of the debts and liabilities of the incorporated Association or the costs, charges and expenses of a winding-up of the incorporated Association, beyond the property of the incorporated Association in the person's hands.

46 INDEMNITY

Directors to be Indemnified

46.1 Every Director, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by them in their capacity as Director, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the court.

Association to Indemnify Directors

46.2 The Association shall indemnify its Directors, officers, managers and employees against all damages and costs (including legal costs) for which any such Director, officer, manager or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

46.2.1 In the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

46.2.2 In the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

47 MEMBERS' CONTRIBUTIONS

47.1 Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while the member, or within one year after ceasing to be a member for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a member and the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar.

48 DISTRIBUTION OF PROPERTY ON WINDING UP – GENERAL

48.1 This clause will apply if the Association:

48.1.1 Is wound up under part 10 of the Act; and

48.1.2 Has surplus assets after satisfying Section 41

48.2 The surplus assets must not be distributed among the members of the Association.

48.3 The surplus assets must be given or transferred to the NQ or if that organisation has ceased to exist to another netball organisation:

48.3.1 Having objects similar to the Association's objects and

48.3.2 The rules of which prohibit the distribution of the entity's income and assets to its members.

48.4 In this rule – surplus assets see section 92(3) of the Act.