



CONSTITUTION

HILLS NETBALL ASSOCIATION INCORPORATED

Last Amended February 2017

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1. NAME OF ASSOCIATION

The name of the incorporated association is Hills Netball Association Incorporated" ("**Association**").

2. DEFINITIONS AND INTERPRETATION

2.10 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1985 (SA)*.

"Affiliate Member" means a Club which is admitted as an Affiliate Member under clause 5.

"Annual General Meeting" means a meeting of the kind described in clause 6.

"Appointed Director" means a director appointed under clause 7.

"Board" means the body consisting of the Directors and constituting the committee for the purposes of the Act.

"Club" means a club that enters teams in a competition in the Sport.

Competition Sub-Committees means the sub-committee appointed by the Board under Clause 8 to manage all areas of competition within the Association.

Competition Sub-Committee Representative means the person appointed by a sub-committee to be appointed to the Board.

"Constitution" means this constitution of the Association.

"CSO" - means any affiliated club within the HNA Region that conducts competition in the sport

"Delegate" means, in respect of an Affiliate Member, the person for the time being appointed by the Board as the Affiliate Member's delegate for voting at various meetings and sub-committees. Refer clause 8

"Director" means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Director" means a director appointed under clause 7.

"Financial year" means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 February and ending on 31 January each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

"Life Member" means an individual appointed as a life member of the Association under clause 5.

“Member” means a member for the time being of the Association.

“NSO” means Netball Australia.

“Objects” means the objects of the Association in clause 3.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“Participants” means persons who participate in the Sport whether as players, coaches, umpires or other officials.

“Regional Administrator” is the coordinator of the Region as assigned by Netball SA.

“Regulation(s)” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“Seal” means the common seal of the Association.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 6.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (c) it is passed at a duly convened meeting of the Members by a majority of not less than 75% of Members present, entitled to vote and voting.

“Sport” means the sport of Netball.

“SSO” means Netball SA.

2.11 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-

enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and

- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.12 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.13 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.10 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, promote, advance and administer the Sport throughout the Region;
- (b) arrange, conduct and regulate competitions in the Sport;
- (c) affiliate with the SSO;
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Affiliate Members (Clause 5.4), which subject to this constitution, shall be represented by a delegate, and which shall have the right to receive notice of general meetings and to be present, debate and vote on behalf of the club at general meetings
- (b) life members (Clause 5.5),
- (c) the directors (clause 7), who shall have the right to be present and to debate at general meetings, but have no right to vote

- (d) such new categories of members as may be created by the board. Any new category of member created by the board cannot be granted voting rights without the approval of the association in general meeting.

5.2 Admission of Affiliate Members :

- (a) Subject to clause 5.6, a candidate for affiliate membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.3 Discretion to accept or reject application

- (a) The Directors may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Directors are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Directors; or
 - (ii) payment of any fees payable by the new Member.

5.4 Affiliate Members

- (a) A Club may apply to the Board for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation as detailed in the Regulations.
- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association and the SSO as the authorities for the Sport in South Australia and the NSO as the national authority for the Sport;
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Board as and when requested by the Board or required by the Regulations;
 - (iii) that it will conscientiously attend General Meetings;
 - (iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board; and

- (v) that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.
- (e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- (f) Each Affiliate Member must have constituent documents which:
 - (i) clearly reflect the Objects; and
 - (ii) conform with this Constitution the Regulations and the Constitution, and policies of the SSO.

5.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board as detailed in the Regulations.
- (c) A person may be appointed a Life Member only by Special Resolution put to a Annual General Meeting by the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

5.6 Obligations of Members

- (a) Each Member must:
- (b) treat all staff, contractors and representatives of the Association, the SSO and the NSO with respect and courtesy at all times;
- (c) maintain and enhance the standards, quality and reputation of both the Association and the Sport;
- (d) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, the SSO, the NSO or the Sport; and
- (e) in the case of an Affiliate Member:
 - (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the Member or Participant acts in such a way.

5.7 Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.8 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is bound by the SSO constitution and regulations.

5.9 Cessation of Membership

- (a) A Member ceases to be a Member of the Association if:
 - (i) the Member dies;
 - (ii) the Member is dissolved, wound up or bankrupted;
 - (iii) the Member resigns from membership in accordance with clause 5.9(b);
or
 - (iv) the Member is expelled from the Association under clause 5.9(c).

(b) Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

(c) Expulsion for breach

- (i) Membership of the association may be discontinued by the board upon breach of any clause of this constitution or the regulations. This includes, but is not limited to, the failure to pay any monies owed to the association, and the failure to comply with the regulations or any resolutions or determinations made or passed by the board or any duly authorised committee
- (ii) Membership shall not be discontinued by the board under **clause 5.9(c)(i)** without the board first giving the accused member the opportunity to explain the breach and/or remedy the breach
- (iii) A member may not be expelled under clause 5.9(c) unless the Member has been afforded natural justice.
- (iv) Where a member fails, in the board's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.9(c)**. The association shall give written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.9(c)** as soon as practicable.

(d) **Return of Property**

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

(e) **Membership may be Reinstated**

(i) Nothing in this clause 5.9 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.

(ii) Membership which has ceased under this clause 5.9 may be reinstated at the discretion of the Board without an application having been made under clause 5, with such conditions as it deems appropriate.

(f) **Refund of Membership Fees**

Membership fees or subscriptions paid by the former Member may, at the Board's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

5.10 Discipline And Dispute Resolution

(a) The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.

(b) A Regulation made under clause 5.10(a) may:

(i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause;5.10(a)

(ii) prescribe penalties for breaches of this Constitution or the Regulations;

(iii) invest a judiciary committee or tribunal with power to impose penalties;

(iv) and otherwise prescribe the procedures for dealing with cases falling under clause 5.10(a).

(c) Despite any Regulation made under clause,5.10(a) the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.

(d) All proceedings relating to cases falling under clause 5.10(a) must be conducted according to the rules of natural justice.

(e) The dispute resolution procedure set out in this clause applies to disputes between a Member and:

(i) another Member; or

(ii) the Club.

(f) The parties to the dispute must operate according to the complaints procedure as outlined in the Regulations,

- (g) The Committee may prescribe additional grievance procedures in Regulations consistent with this clause 5.10.
- (h) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

5.11 Subscriptions And Fees

- (a) The Board will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership a new Member must pay the current full year's subscription unless the Board agrees to accept payment in instalments.
- (e) The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

6. MEETINGS OF AFFILIATE MEMBERS

- 6.1 There are two (2) General meetings that can be convened where Affiliate Members have the opportunity to express opinions and vote on various matters. They are:
- (a) Annual General Meeting; of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
 - (b) Special General Meetings; of the Association are special meetings that are convened by Affiliate Members to discuss extraordinary issues.

6.2 Attendance At Meetings

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend Annual & Special General Meetings but only Affiliate Members are entitled to vote.
- (b) Each Affiliate Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate to which section 253B of the Corporations Act 2001 applies and the appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Association.

- (c) An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 6.2(b)
- (d) For all the purposes of this Constitution, an Affiliate Member represented at an Annual or Special General Meeting by a Delegate is to be taken to be present in person at the meeting.

6.3 Notice Of Meetings

- (a) Notice of every Meeting must be given to every Affiliate Member, the auditor and the Directors by the means authorised in clause 10.5.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

6.4 Business Of Meetings

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.4(a), is special business.
- (c) No business other than that stated on the notice for a Meeting may be transacted at that meeting.

6.5 Proceedings At Meetings

- (a) No business may be transacted at any Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 6.7(a)(ii) a quorum for General Meetings is 50% of Affiliate Members plus 1.

6.6 Chairperson To Preside At Meetings

- (a) The chairperson of the Board will, subject to this Constitution, preside as chairperson at every Meeting except:
 - (i) in relation to any election for which the chairperson of the Board is a nominee; or
 - (ii) where the chairperson of the Board has a conflict of interest.
- (b) If the chairperson of the Board is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Director to preside as chair for that meeting only.

6.7 Adjournment Of Meeting At Meetings

- (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Affiliate Members under clause 6.13, the meeting will lapse; and
 - (ii) in any other case, those Affiliate Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 6.76(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.8 Voting Procedure At Meetings

6.9 At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Affiliate Members present at the meeting.

6.10 Recording Of Determinations At Meetings

6.11 A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

6.12 Voting At Meetings

- (a) Members entitled to vote
 - (i) Each Affiliate Member is entitled to one (1) vote at Meetings.
- (b) Chairperson may not exercise casting vote
 - (i) The chair of a Meeting does not have a casting vote.

6.13 Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) Requisition of Special General Meetings
 - (i) On the requisition in writing of not less than fifty percent (50%) of the total number of Affiliate Members, the Board must, within one month after the receipt of the requisition, and give notice as per Clause 10.5, convene a Special General Meeting for the purpose specified in the requisition.
 - (ii) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
 - (iii) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - (i) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

7. MANAGEMENT

The Board constitutes the Committee for the purposes of the Act.

7.1 General powers of Board

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.
- (b) The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position in the structure of the Sport in South Australia and their role in supporting the Sport's reputation in the State.

7.2 The Board may not cause the Association to disaffiliate from the SSO without an Ordinary Resolution of the Members at a General Meeting.

7.3 Composition of the Board

The Board will comprise:

- (a) up to six (6) Elected Directors elected under clause 7.7; and
- (b) up to two (2) Appointed Directors appointed under clause 7.9; and
- (c) There will be a representative from each of the Competition Sub-Committees approved by the Board under Clause 8.

7.4 The Board may allocate portfolios to Directors.

7.5 Nominations for Elected Directors

- (a) The Board must call for nominations for Elected Director at least forty-eight (48) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

7.6 Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) disclose any position the nominee holds in a Club, including as an officer, a Participant, a Delegate or an employee; and
- (e) be delivered to the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

7.7 Elections

- (a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board
 - (i) nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting
 - (ii) or, if a person is not approved by the majority of Members under clause 7.7(a) the positions will be deemed casual vacancies under clause 7.12.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- (d) Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

7.8 Term of Appointment for Elected Directors

- (a) Directors elected under **clause 7.7** shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Half of the elected Directors shall retire in each odd year and half elected Directors shall retire in each even year until, after two (2) years the original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under clause 7.8(b) to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.
- (d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director until the next annual general meeting following the date of conclusion of his last term as an elected Director.
- (e) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.

7.9 Appointment of "Appointed" Directors

- (a) The Elected Directors may appoint up to two (2) Appointed Directors.

7.10 Qualifications for Appointed Directors

- (a) In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.

7.11 Term of Appointment

- (a) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed one (1) year.

7.12 Casual Vacancies

- (a) Any casual vacancy occurring in the position of Director may be filled, subject to clause 7.7(e) by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

7.13 Grounds For Termination Of Director

7.14 The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;

- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (g) holds any office of employment with the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) in the case of an Appointed Director, is removed from office by the Elected Directors;
- (j) is removed by the Members in General Meeting; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.
- (l) If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

7.15 If there are any vacancies on the Board, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute a quorum.

7.16 Board to Meet

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

7.17 Attendance by Telephone

7.18 A Director may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

7.19 Decisions of Board

7.20 Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Director has one (1) vote on any question. The chair does not have a casting vote.

7.21 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Directors.

- (b) A resolution may not be passed under clause 7.21(a) if, before it is circulated for voting under clause 7.21(a) the Board resolves that it can only be put at a meeting of the Board.
- (c) A resolution passed under this clause must be recorded in the minute book.
- (d) Refer to Regulations for detail of the process

7.22 Resolutions not in Meeting

- (a) Without limiting the power of the board to regulate its meetings as it thinks fit, a meeting of the board may be held where one or more of the directors is not physically present at the meeting, provided that:
 - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the board or this constitution. The notice will specify that directors are not required to be present in person.
 - (iii) If a failure in communications prevents clause 7.22(a)(i) from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.22(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

7.23 At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:

- (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
- (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

7.24 The Elected President of the Association will act as chairperson of any Board meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the Association. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

7.25 The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

7.26 Delegations

- (a) The Board may, in writing, and subject to this constitution establish additional subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

- (b) this power of delegation; and
- (c) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

7.27 Seal

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Board and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Directors or by one Director and another person authorised by the Board for that purpose.

8. COMPETITION SUB-COMMITTEES

8.1 Responsibility

8.2 The Board has responsibility for the following competition matters which will be managed through board approved sub-committees:

- (a) Grading of all nominated teams,
- (b) Player Permit Issues,
- (c) Representative Team Management
- (d) Coaching Matters
- (e) Umpiring Management
- (f) Player Conflicts and Complaints
- (g) Competition Management

8.3 Composition of the Competition Sub-Committees :

- (a) Each Sub-Committee appointed by the Board has the opportunity to have representation from
- (b) Affiliate Members,
- (c) Representative Teams,
- (d) Coaches,
- (e) Umpires.
- (f) The Regulations will detail the current composition and appointments of the Sub-Committees which will be approved yearly by the Board.

8.4 Nominations to a Sub-Committee:

- (a) Each year the Board will determine the Sub-committees required for that year.
- (b) The Board will seek nominations to the Sub-Committees from Affiliate Members.

- (c) Affiliate Members will submit the nomination form to the respective Sub-Committees which must be signed by the President and Secretary of the Affiliate Member.
- (d) The Board will approve the nominations and publish them in the Regulations

8.5 Chairperson of each Sub-Committee

The President of the Association may be the Chairperson otherwise the sub-committees may appoint their own.

8.6 Competition Sub- Committees to Meet

- (a) The Board approved Competition Sub-Committee meeting schedule will be determined by the board each year and updated in the regulations.
- (b) Any Competition Sub-Committee delegate may at any time convene a meeting of their Competition Sub-Committee on reasonable notice to the other Committee Members.

8.7 Quorum

At meetings of the Competition Sub-Committees the number of delegates required to constitute a quorum is:

- (a) if the number of appointed delegates is an even number, half of the number of Members plus one; or
- (b) if the number of appointed delegates is an odd number, half of the number of Members rounded up to the next whole number.

8.8 Attendance by Telephone

A Delegate of an Affiliate Members may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

8.9 Decisions of Affiliate Members

- (a) Subject to this Constitution, questions arising at any meeting of the Competition Sub-Committees may be decided by Ordinary Resolution. Each Board appointed Delegate attending the meeting has one (1) vote only.
- (b) The chair has a casting vote only if there are an even number of Delegates in attendance at the meeting.

8.10 Authority

The Competition Sub-Committees vote on competition matters as detailed in the Regulations and their charter and recommends to the Board those decisions made in clause 8.9 through their respective Competition Sub-Committee Representative on the Board.

8.11 The Competition Sub-Committee delegates must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Member has an interest.

8.12 The Competition Sub-Committee delegates must act in the best interests of the Association whilst balancing their individual Clubs interests.

- 8.13 The Board may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

9. RECORDS AND ACCOUNTS

9.1 Accounts

- (a) The Association must comply with its obligations under of the Act in respect of accounts, records and minutes.
- (b) All Premiership and Perpetual Trophies competed for annually will remain the property of The Association.
- (c) An auditor may be appointed at each Annual General Meeting as the Association's auditor for the then current Financial Year.
- (d) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Board.
- (e) The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

9.2 Application of Income

- (a) The income and property of the Association must be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:

No portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (c) Payment in good faith of or to any member can be made for:
 - (i) any services actually rendered to the association whether as an employee, director or otherwise
 - (ii) goods supplied to the association in the ordinary and usual course of operation
 - (iii) interest on money borrowed from any member
 - (iv) rent for premises demised or let by any member to the association
 - (v) any out-of-pocket expenses incurred by the member on behalf of the association

Nothing in clause 9.2 precludes such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

10. ADMINISTRATION

10.1 Application of Income

- (a) Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.
- (b) The Association will not disband unless with the consent of 75% of members. The motion to disband must be signed by the proposer and seconder, and to be submitted in writing to the Board. Such notice will be dealt with at the Annual General Meeting of The Association.

10.2 Distribution of Assets on Winding Up

If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to The Netball Association of South Australia which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.

10.3 Constitution

This Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

10.4 Regulations

- (a) The Board may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:
 - (i) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
 - (ii) the conduct of meetings;
 - (iii) the resolution of disputes;
 - (iv) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
 - (v) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs.
- (b) The Regulations must be consistent with the Constitution, the SSO constitution and any regulations made by the SSO.
- (c) All Regulations are binding on the Association and all Members.
- (d) Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

10.5 Notice

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the sixth working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

10.6 Patrons And Vice Patrons

The Association at its Annual General Meeting may appoint annually on the recommendation of the Board a patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

10.7 Indemnity

- (a) Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
- (c) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
- (d) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

10.8 Transitional Provisions

(a) Continuing Membership

- (i) Each Club that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.
- (ii) Each other person who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

(b) **Directors**

- (i) For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.

(c) **Regulations deemed applicable**

- (i) All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

10.9 Colours Of The Association

The colours of The Association are apple green, white and navy. The predominant colour is apple green.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
06/03/2017	Entire Constitution		06/03/2017