



SCARBOROUGH NETBALL CLUB (INCORPORATED)

CONSTITUTION

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1 NAME

The name of the club shall be the Scarborough Netball Club Incorporated (hereinafter referred to as "SNC").

2 OBJECTS OF THE CLUB

The objects of "SNC" shall be:

- a) To encourage and promote the game of netball.
- b) The control and management of SNC teams.
- c) To represent SNC by affiliation with the selected Netball Association/s.
- d) To act for its members in all matters pertaining to netball.
- e) The property and income of SNC shall be applied solely towards the promotion of the objects or purposes of SNC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of SNC, except in good faith in the promotion of those objects or purposes.

3 DEFINITIONS

In reading this Constitution, unless the context or such otherwise indicates or requires:

- a) "SNC" means the Scarborough Netball Club Inc.
- b) "The Committee" means the Management Committee for SNC, duly elected for the time being in accordance with the Constitution.
- c) "AGM" means Annual General Meeting.
- d) "Special General Meeting" means a General Meeting called in accordance with Rule 15, at which only business which has been described in the notice, may be transacted.
- e) "Member" means a member of SNC.
- f) "Month" means a calendar month.
- g) "Financial Year" means 1ST of January until 31st of December each year.
- h) "The Act" means the Associations Incorporation Act 2015.
- i) "The By-Laws" means the codes of rules made and adopted in accordance with Rule 22.

4 POWERS

SNC shall have the following powers:

- a) To become affiliated with or subscribe to other associations or bodies whose objects are similar to the objects of SNC and if thought fit to withdraw or retire from any such association or body.
- b) To enter into any other contracts it considers necessary or desirable.
- c) Open and operate bank accounts.

5 COLOURS / UNIFORM

- a) The colours of SNC shall be black, green and gold. The design to be decided at the AGM.
- b) The uniform is to be worn at all scheduled matches by players selected to represent SNC.

6 MEMBERSHIP

Membership of SNC shall consist of the following:

- a) Member – All players according to the rules of the relevant associated bodies.
- b) Life Members
- c) Officials – Persons who are an official of SNC. This includes committee members, coaches and umpires.
- d) It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website where the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

7 REGISTER OF MEMBERS

- a) The Registrar on behalf of SNC shall keep and maintain in an up to date condition a register of all members and their contact details in accordance with Section 53 of the Act. This register must be continually available for inspection upon the request of the member (name and address only provided as stated in “The Act”).
- b) Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
- c) Under section 56 of the Act the management committee is authorised to determine a reasonable charge for providing a copy of the register.
- d) The Registrar shall remove the name of a person who dies or who ceases to be a member from the register of members referred to in sub-rule (a).

8 SUBSCRIPTIONS (FEES)

- a) The membership fee of SNC shall be recommended by the Management Committee.
- b) Notice of the recommended fees to members shall be publicised.
- c) The recommended fees to be ratified at the AGM.
- d) All fees are to be paid in full prior to the first game of the season.

9 EXPULSION OF MEMBERS

The Management Committee has the power to discipline or expel members who breach the provisions of the Constitution or By-Laws. Members so disciplined have a right of appeal to a Special General Meeting of members specially called for that purpose.

10 RESIGNATION OF MEMBERSHIP

Membership of SNC may be terminated upon:

- a) Receipt by the Secretary or another Committee member of a notice in writing from the member of their resignation from SNC.
- b) Any member who desires to withdraw from SNC shall remain liable for all fees in accordance with the By-Laws except in such circumstances that the Management Committee authorises a reduction.

11 APPOINTMENT OF PATRON

Patron/s shall be appointed at the AGM.

12 MANAGEMENT COMMITTEE

- a) The affairs of SNC shall be managed exclusively by a Committee of Management consisting of:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Registrar
 - Communications Officer
 - Junior Co-Ordinator
 - Senior Co-Ordinator
 - Development Co-Ordinator
 - Social Co-Ordinator
 - Fundraising Co-Ordinator
 - Umpire Co-Ordinator
 - Uniform Co-Ordinator.
 - Equipment Co-Ordinator.
 - Two (2) Committee Members
- b) All the Management Committee positions shall be nominated and elected at the AGM or appointed under sub rule (e)
- c) A Committee member's term will be from their election at an AGM until the next AGM.
- d) To be eligible for election a person must submit a nomination in writing signed by themselves and a nominator, to the secretary not less than 7 days before the day the AGM is to be held.
- e) If positions cannot be filled at the AGM, the Management Committee has the power to approach members to fill the vacant positions. Nominations can also be accepted from the floor at the AGM where there is no written nomination.
- f) The Committee shall consist of at least 13 (thirteen) members, with a minimum of 4 (four) to be playing members.
- g) The duties of the above office holders shall be as described in the By-Laws.
- h) Eligibility requirements prohibit persons from sitting on the Management Committee where they:
 - Are a undischarged bankrupt or whose affairs are under insolvency law,

- Have been convicted with an offence involving fraud or dishonesty punishable on conviction by 3 months or more imprisonment; and
 - Have been convicted of an offence in connection with the promotion, formation or management of a body corporate, including duties under the law.
- l) Where a person ceases to be a member of SNC committee section 41 of the Act requires that person, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of SNC affairs.

13 MATERIAL PERSONAL INTEREST OF COMMITTEE MEMBERS

- a) Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
- as soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee;
 - disclose the nature and extent of the interest at the next general meeting of SNC.
- b) Under section 42(3) of the Act this rule does not apply in respect of a material personal interest
- a. that exists only because the member-
 - is an employee of the incorporated SNC; or
 - is a member of a class of persons for whose benefit SNC is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the SNC.
- Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.

Under section 42(6) of the Act SNC must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

14 POWERS OF THE MANAGEMENT

- a) The Committee shall have the power to enquire into, deal with and adjudicate upon all questions and disputes as to the interpretation of this Constitution and By-Laws.

- b) The Committee may adjudicate over matters not covered in this Constitution and By-Laws.
- c) The Committee shall have the power to appoint Sub-Committees as required and delegate to these committees such powers as it may deem necessary.
- d) Each Sub-Committee shall be responsible to the Management Committee through its Convenor.

15 DUTY OF CARE AND DILIGENCE

While discharging duty of care and diligence a committee member or officer should:

- a) Be prepared for meetings (reading any papers and the financial statements);
- b) Broadly understand the financial position of SNC;
- c) Follow up on action items;
- d) Keep informed about SNC operations and activities;
- e) Ask questions; and
- f) Take steps to ensure that SNC meets its obligations under other laws. For example occupational health and safety, taxation and employment.

16 ANNUAL GENERAL MEETINGS

- a) The Annual General Meeting of members shall be held every calendar year no later than the 31st of March.
- b) Notice of the meeting and agenda items, including special notices of motion must be circulated to members fourteen (14) days prior to the date of the meeting.
- c) At this meeting a report will be given by the President on behalf of the Management Committee and the Treasurer shall present SNC's financial reconciliation statement and balance sheet for the past year.
- d) All members may attend the AGM. Twenty percent (20%) of total membership shall form a quorum.
- e) The Chairman of the meeting shall be the Club President or if not available a person delegated by the Management Committee.
- f) The order of business of the AGM shall be as per the Agenda defined in the By-Laws.

17 SPECIAL GENERAL MEETINGS

The Management Committee may, at any time call a Special General Meeting. Special General Meetings may be called:

- a) At the direction of the President
- b) By any three (3) members of the Management Committee.
- c) By the Secretary upon petition of not less than five per cent (5%) of the members of SNC.
- d) By a member that is being expelled from SNC (Rule 9)
- e) Special meetings shall be held within a period of one (1) month from receipt of the request.

- f) Notice of Special Meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special Meeting.

18 MANAGEMENT COMMITTEE MEETINGS

- a) Committee meetings shall be held monthly.
- b) The Committee shall also meet at such times as may be deemed advisable for the efficient working of the SNC.
- c) Each member shall be given seven (7) days' notice of the date of any meeting except in unforeseen circumstances. The notice shall include the agenda and minutes of the previous meeting.
- d) For a meeting to take place a quorum of 60% of committee members must be present.
- e) If without satisfactory explanation, any Committee member is absent from two (2) consecutive meetings, they may be replaced, the replacement to be decided by the Committee.

19 MINUTES OF MEETINGS

- a) The Secretary shall record accurate minutes of all meetings in accordance with the By-Laws.
- b) Minutes are to be ratified at the next meeting to which those minutes relate.

20 VOTING RIGHTS OF MEMBERS

- a) Each member present in person or by proxy is entitled to a deliberate vote.
- b) The President shall only have a casting vote.
- c) Voting shall be by voice or show of hands unless a ballot is requested.
- d) When more nominations than required are received a ballot shall be taken if requested by a nominee.
- e) Other than alterations to this Constitution a simple majority rules.
- f) Each ordinary member of the SNC has one vote at a general meeting of the SNC.

21 PROXIES OF MEMBERS

A member (in this rule called "the appointing member") may appoint in writing another member to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at any meeting.

22 FINANCE

- a) SNC funds shall consist of (but not limited to) registration fees, grants and profits from fundraising and functions.
- b) To conduct appeals for funds and accept donations whether of real or personal estate.
- c) SNC shall open a savings account with any bank as approved by the Management Committee and creditors shall be paid from this account.

- d) To invest the monies of SNC not immediately required in such a manner as may be determined by the Management Committee.
- e) Accounts due by SNC shall be paid after having been authorised for payment at the Management Committee meeting. When immediate payment is necessary, accounts shall be paid and the action endorsed at the next Management Committee meeting.
- f) All payments over \$500 are to be approved by any two of the following: Treasurer, President or Secretary.
- g) A statement showing the financial position of SNC shall be tabled monthly during the season.
- h) Any member out laying money with the consent of the Management Committee is to be reimbursed.

23 ALTERATIONS TO THE CONSTITUTION

- a) No alteration shall be made to this Constitution except at the AGM. Notice in writing of all motions to alter this Constitution shall be signed by the proposer and seconder and sent to the Secretary at least four (4) weeks prior to the AGM.
- b) Such notices of motion shall be forwarded to all members at least fourteen (14) days prior to the AGM.
- c) Such motions or any part thereof shall be of no effect unless passed by a 75% majority of those present and entitled to vote at the AGM.

24 ALTERATION OF BY-LAWS

Alterations to the By-Laws may be made at any Management Committee meeting.

25 INSPECTION OF RECORDS / PRIVACY

A member may at any reasonable time inspect without charge the books, documents, records and securities of SNC.

26 CUSTODY OF BOOKS AND SECUTITIES

- a) Subject to sub rule (b), the books and any securities of SNC must be kept in the secretary's custody or under the secretary's control.
- b) The financial records and, as applicable, the financial statements or financial reports of SNC must be kept in the treasurer's custody or under the treasurer's control.
- c) Sub rules (a) and (b) have effect except as otherwise decided by the committee.
- d) The books of SNC must be retained for at least 7 years.

27 DISPUTES AND MEDIATION

The grievance procedure set out in this rule applies to disputes under these rules between:

- a) a member and another member; or
- b) a member and SNC; or
- c) if SNC provides services to non-members, those non-members who receive services from SNC, and SNC.
 - 1 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
 - 2 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - 3 The mediator must be:
 - d) a person chosen by agreement between the parties; or
 - e) in the absence of agreement:
 - a. in the case of a dispute between a member and another member, a person appointed by the Committee of SNC;
 - b. in the case of a dispute between a member or relevant non member (as defined by sub-rule (1) (c)) and SNC, a person who is a mediator appointed to, or employed with, a not for profit organisation.
 - 1 A member of SNC can be a mediator.
 - 2 The mediator cannot be a member who is a party to the dispute.
 - 3 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - 4 The mediator, in conducting the mediation, must:
 - f) give the parties to the mediation process every opportunity to be heard;
 - g) allow due consideration by all parties of any written statement submitted by any party; and
 - h) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - 1 The mediator must not determine the dispute.
 - 2 The mediation must be confidential and without prejudice.
 - 3 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

28 DISBANDMENT

- a) The SNC shall not disband unless with the consent of 75% of its members. Motion to disband the SNC signed by the proposer and seconder, shall be submitted in writing to the President, who shall give at least (14) fourteen day's notice of such motion to all members. Such motion shall be dealt with at a Special Meeting of SNC.
- b) If carried by the 75% majority of all members, any property of SNC remaining after debts, liabilities and costs related to the winding up of SNC, that same shall not be paid to or distributed among the members but shall be given or transferred to another Netball association incorporated under the Act or a charitable organisation which incorporated association or purposes, as the case requires shall be determined by the resolution of members when authorising and directing the committee as stated in the Act to prepare a distribution plan of the surplus property of SNC.
- c) Cancellation of Incorporation.