

Tuggeranong Netball Association Inc Constitution



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1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

In this Constitution unless the context requires otherwise:

- (a) **ACT** means the Australian Capital Territory;
- (b) **Affiliated Club Member** means a club accepted as a Member under clause 4.8;
- (c) **Annual General Meeting** means the annual general meeting of the Association required to be held by the Association in each calendar year under the Associations Act;
- (d) **Appointed Committee Member** means a person appointed by the Committee pursuant to clause 8;
- (e) **Association** means Tuggeranong Netball Association Inc, including its successors or assigns;
- (f) **Associations Act** means the *Associations Incorporation Act 1991* (ACT);
- (g) **Business Day** means a day other than a Saturday, Sunday, bank holiday or public holiday in the Australian Capital Territory and **Business Days** has a corresponding meaning;
- (h) **Chair** means the President of the Association or other person appointed to chair a General Meeting of the Association or a meeting of the Committee pursuant to this Constitution;
- (i) **Constitution** means this Constitution for the Association as amended from time to time;
- (j) **Committee** means the committee of the Association;
- (k) **Committee Members** means committee members of the Association, including Appointed Committee Members and Elected Committee Members;
- (l) **Elected Committee Member** means a Committee Member elected in accordance with clause 7;
- (m) **Fee** means any money owed by a Member to the Association as set out in this Constitution or the Policies and **Fees** has the corresponding meaning;
- (n) **Former Members** means any person who has been admitted to the Membership of the Association under this Constitution and has ceased being a Member of the Association within the last seven years;
- (o) **Former Membership Register** means the register of Former Members kept in accordance with clause **Error! Reference source not found.**(c);
- (p) **General Meeting** means a general meeting of Members and includes the Annual General Meeting, and **General Meetings** has the corresponding meaning;
- (q) **Individual Member** means a registered Member of the Association established under clause 4.5;
- (r) **Junior Member** means a Member who is under 18 years of age established under clause 4.5;
- (s) **Junior Member Representative** means one nominated parent or guardian of a Junior Member established under clause 4.6;

- (t) **Member** means a person admitted to the Association as a member in accordance with clause 4 and **Members** and **Membership** have the corresponding meanings;
- (u) **Membership Register** means the register of members of the Association;
- (v) **Membership Fee** means the annual fee payable by Members, other than Life Members, if any;
- (w) **Netball ACT** means Australian Capital Territory Netball Association Incorporated ACT F00087421;
- (x) **Netball ACT Affiliation Fee** means the fee payable by Members to Netball ACT on registration for a registered competition for affiliation and insurance coverage for the playing of netball in those competitions and will cover a Member for the period specified by Netball ACT from time to time;
- (y) **Netball Australia** means Netball Australia Limited ACN 003 142 818;
- (z) **Objects** means the objects of the Association as set out in clause 3;
- (aa) **Office Bearers** means the President, Vice-President, Treasurer and Secretary and such other nominated positions stated in clause 6.1;
- (bb) **Policy** means a policy of the Association made by the Committee and **Policies** has a corresponding meaning;
- (cc) **Regulation** means *Associations Incorporation Regulation 2023* (ACT);
- (dd) **Secretary** means the person holding office of Secretary under this Constitution from time to time;
- (ee) **Special Resolution** means a resolution that has been passed at a general meeting by at least 75% of votes cast by Members present and entitled to vote on the resolution; and
- (ff) **Voting Member** means a Life Member, Individual Member, Junior Member representative and Affiliated Club Member.

1.2. Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to a document or instrument includes any subsequent amendments made to it and, unless the contrary intention appears, includes a replacement;
- (b) words expressing gender include all genders;
- (c) words in the singular include the plural and vice versa;
- (d) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) a reference to an organisation includes a reference to its successors, executors, administrators, substitutes and permitted assigns;
- (f) headings in this Constitution are for convenience only and do not affect interpretation;
- (g) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (h) a reference to a law includes regulations and instruments made under it and includes any statutory modification re-enactments of, or legislative provisions

substituted for, and any subordinate legislation issued under, that legislation or provision;

- (i) the words include, includes, including, for example or similar expressions are not to be interpreted as expressing limitation;
- (j) a reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form;
- (k) where a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document as permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;
- (l) a reference to a Member present at a General Meeting means the Member present in person;
- (m) where, by a provision of this Constitution a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any other manner approved by the Committee;
- (n) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (o) a reference to “dollars” or “\$” is to an amount in Australian currency (AUD).

1.3. Associations Act

- (a) The model rules in the Associations Act are displaced by this Constitution and do not apply to the Association.
- (b) Unless the context otherwise requires, an expression has the same meaning as that provision in the Associations Act.
- (c) In the event a provision of this Constitution is void, voidable or in breach of a provision of the Associations Act the provision will be read down to the extent it complies with the Associations Act. Any provision that may not be read down, will be struck out from the Constitution.
- (d) In the event that the Associations Act permits an act to be done, a decision to be made or a meeting to be held in a way that is:
 - (i) more convenient for the Association or the Committee; or
 - (ii) more favourable to the Members or the Committee,than what is required or permitted by this Constitution, then the Committee may in its discretion determine to:
 - (iii) make the decision;
 - (iv) take the action;
 - (v) give the notice;
 - (vi) hold the meeting; or
 - (vii) do the particular thing,as permitted, in the time and in the manner, permitted by the Associations Act.

1.4. Netball ACT and Netball Australia policies

Subject to this Constitution, the Association will at all times comply with the Netball ACT and Netball Australia's policies, rules or by-laws, as notified to them by Netball ACT or Netball Australia from time to time.

2. POWERS OF THE ASSOCIATION

The Association is an incorporated association and has the legal capacity and powers set out in section 24 of the Associations Act, including all such things as are convenient, conducive or incidental to the attainment of its Objects.

3. OBJECTS

The Objects of the Association are to:

- (a) promote the playing of netball;
- (b) organise and control netball competitions;
- (c) select and manage teams that represent the Association;
- (d) obtain and manage sponsorship, funding and grants used in administration of the Association;
- (e) provide and manage facilities for the education and play of netball;
- (f) maintain affiliation as a member association of Netball ACT; and
- (g) undertake any other actions or activities necessary, incidental or conducive to advance these Objects and the conduct of the business activities of the Association.

4. MEMBERSHIP

4.1. Categories of Membership

The categories of Membership are:

- (a) Individual Members
- (b) Life Members;
- (c) Junior Members;
- (d) Junior Member Representative;
- (e) Affiliated Club Members; and
- (f) such other category of Membership as may be created by the Association and approved by Netball ACT in accordance with the Policies.

4.2. Member Rights

- (a) All Members have the right to notice of every General Meeting.
- (b) In addition to the rights at clause 4.2(a) Individual Members, Life Members, Junior Member Representatives and Affiliated Club Members have the right to:
 - (i) vote at General Meetings; and
 - (ii) speak at General Meetings.
- (c) Individual Members and Life Members have the right to sit on the Committee, subject to eligibility in accordance with clause 7.1.

4.3. Members' Benefits and Obligations

A Member:

- (a) is entitled to any the benefits at 4.2 and such other benefits of membership determined by the Committee in accordance with the Policies, this Constitution and the Associations Act;
- (b) agrees to comply with this Constitution and the Policies and to support the Association and the Objects; and
- (c) will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Policies or under this Constitution.

4.4. Membership Eligibility

A person is eligible to be a Member if the person is:

- (a) a coach, manager, umpire, supporter, official or player associated with the Association; or
- (b) a coach, manager, umpire, supporter, official or player associated with a team or a club registered with the Association; and
- (c) has applied for membership in accordance with clause 4.5, 4.6 or 4.8; and
- (d) supports the Objects of the Association.

4.5. Individual and Junior Membership

- (a) A person may apply to be an Individual or Junior Member by registering for a competition of the Association and payment of any applicable Membership Fee and Netball ACT Affiliation Fee.
- (b) The Committee may reject an application for Individual or Junior Membership within 14 Business Days of the application if the Committee is satisfied the individual:
 - (i) does not act in a manner that promotes the Objects of the Association;
 - (ii) does not meet the criteria for the relevant category of Membership set out in this Constitution and the Policies as determined by the Committee, from time to time; or
 - (iii) is not a fit and proper person to be a Member of the Association, as determined by the Committee in its discretion.
- (c) If the Committee refuses an application for Membership they will notify the person within 5 Business Days of the refusal. The Committee is not required to provide reasons for its decision.
- (d) Unless the Committee rejects an application under clause 4.5(b), a person becomes an Individual or Junior Member on payment of the Netball ACT Affiliation Fee.

4.6. Junior Member Representative

- (a) The parent or legal guardian of a Junior Member nominated on the Junior Member's application will become a Junior Member Representative for that Junior Member and hold voting rights in accordance with this Constitution.
- (b) Each Junior Member is entitled to appoint one Junior Member Representative to exercise votes on their behalf.

- (c) A Junior Member Representative may be appointed by more than one Junior Member at any one time.
- (d) Junior Member Representatives may separately be Individual Members and may hold voting rights in that capacity separate and in addition to any votes they hold as a Junior Member Representative.

4.7. Life Member Application

- (a) Any Member of the Association may nominate another person for Life Membership.
- (b) A nomination for Life Membership must:
 - (i) be in writing, addressing the criteria which reflects the intent of clause 4.6(d) and (e) and be signed by two Members; and
 - (ii) be lodged with the Secretary not less than 21 days before the Annual General Meeting at which it is to be considered.
- (c) The Committee will consider any nomination for Life Membership and determine whether to endorse and propose the nomination to Voting Members for approval.
- (d) The Committee will, in its discretion, refer a nomination for Life Membership to the Voting Members for appointment to Life Membership in accordance with clause 4.7(f), if the nominated person has made an extraordinary contribution to the Association for at least ten years, or a shorter period if the Committee consider in its discretion the specific circumstances justify a shorter period.
- (e) Extraordinary contributions to the Association may include, but are not limited to:
 - (i) consistent, prolonged participation in the running of events, programs, stalls, canteen, competitions or fundraising activities of the Association;
 - (ii) demonstrated commitment to the Association, its Objects and values; or
 - (iii) volunteering of time, services and support to the Association including through maintenance, score keeping, coaching, committee service and any other activity that promotes and benefits the Association.
- (f) At the next Annual General Meeting the Voting Members will consider any nomination endorsed by the Committee and may appoint the person to be a Life Member by ordinary resolution of the Voting Members at the Annual General Meeting.
- (g) The Members at an Annual General Meeting may, by resolution from time-to-time, fix the number of persons who shall hold life membership.
- (h) After appointment, a Life Member:
 - (i) is entitled to be present and to speak at General Meetings;
 - (ii) is entitled to propose or second any resolution;
 - (iii) is entitled to vote at General Meetings; and
 - (iv) is not required to pay any Fees.

4.8. Affiliated Club Application

- (a) An association of persons whether or not incorporated may apply to be an Affiliate Club Member of the Association.

- (b) An application under clause 4.8(a) must be made in writing and lodged with the Secretary.
- (c) If an application is made under clause 4.8(b) the Committee must:
 - (i) consider the application at the earliest practicable time;
 - (ii) decide whether to admit the association as an Affiliate Club Member, in their discretion; and
 - (iii) advise the applicant association of the outcome of the application but the Committee does not have to provide reasons for the decision.
- (d) An association will become an Affiliated Club Member when its name is entered to the Membership Register.

4.9. Determination and Payment of Fees

- (a) The annual Membership Fee payable by each Member, or any category of Member is the amount determined by the Committee by resolution from time to time and may be zero dollars.
- (b) Subject to clause 4.10(a), each Member must pay to the Association the Membership Fee determined under this clause 4.9 by the payment method notified to Members by the Committee and on or before the due date for payment of the Membership Fee, as determined by the Committee from time to time.

4.10. Extension or waiver of Fee

- (a) The Committee may determine to reduce the Membership Fee payable by a Member or Members (including waiving payment of the Membership Fee), or extend the time for payment of the Membership Fee by any Member if the Committee is satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Association will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced Membership Fee or other amount within a time fixed by the Committee.
- (b) If the Committee waives payment of the Membership Fee, or defers or reduces a Membership Fee payable by a Member under clause 4.10(a), that Member will retain their rights (if any) to attend and vote at a General Meeting, unless otherwise specified by the Committee, at the absolute discretion of the Committee.

4.11. Membership Term

Membership will commence as follows:

- (a) an Individual Member or Junior Member's membership will commence:
 - (i) on the date the Member registers or renews their Membership with the Association and with Netball ACT through the online membership platform; and
 - (ii) pays the individual Netball ACT Affiliation Fee and any Fees set by the Association,

and will continue until their membership ceases in accordance with clause 4.12 (**Membership Term**);

- (b) a Junior Member will become an Individual Member on the day they turn 18 years old unless their Membership has ceased in accordance with clause 4.12;
- (c) a Junior Member Representative will become a Member on the date the Junior Member becomes a Member and will cease to be a Member at the end of that Junior Member's Membership Term or on the day the Junior Member turns 18 years old;
- (d) an Affiliated Club Member's Membership will commence on the date their membership is entered into the Membership Register and will continue until it ceases in accordance with clause 4.12; and
- (e) a Life Member's Membership will commence on the date the Members approve their Life Membership in accordance with clause 4.7(f) and will cease in accordance with clause 4.12.

4.12. Cessation of Membership

An Individual Member and Junior Member will cease to be a Member if the person:

- (a) fails to renew their membership, where renewal is required by Netball ACT or the Association;
- (b) fails to pay to the Association or Netball ACT any money they owe to the Association or Netball ACT within the required timeframe, including any Netball ACT Affiliation Fee;
- (c) failure to pay any Membership Fee as required by clause 4.9–4.10;
- (d) resignation, either on the day the Committee receives the notice or, if a later date is stated in the notice, on that day;
- (e) dies;
- (f) becomes bankrupt;
- (g) becomes of unsound mind or a person whose property is liable to be dealt with under a law relating to mental health;
- (h) is expelled or terminated from Membership in accordance with this Constitution or the Policies;
- (i) ceasing to be a member of Netball ACT;
- (j) the day the Association is wound up;
- (k) without limiting anything else in this clause 4.11, that Member no longer meeting the requirements for Membership, **and**

a Junior Member Representative will cease to be a Member:

- (l) on the day the Junior Member they represent no longer holds Junior Membership because their Membership has ceased in accordance with clause 4.12(a) to 4.12(k) or on the day the Junior Member turn 18 years old; or
- (m) if the Junior Member Representative is expelled or terminated from Membership in accordance with this Constitution or the Policies, and

where the Member is an Affiliated Club Member they will cease to be a Member on:

- (n) a liquidator, administrator or receiver being appointed in connection with the winding up of the Member;
- (o) the Member suffering any form of insolvency event;

- (p) resignation, either on the day the Committee receives the notice or, if a later date is stated on the notice, on that day;
- (q) expulsion or termination of the Member in accordance with this Constitution or the Policies;
- (r) if the Affiliated Club Member is an association, that association is wound up; or
- (s) the date of an order being by a Court for the winding up or deregistration of the Member.

4.13. Forfeiture of Rights

A Member who ceases to be a Member will forfeit all right in and claim upon the Association and the Office Bearers for any claim, loss, or to exercise any right.

4.14. Membership Register

- (a) The Secretary of the Association must set up and maintain the Membership Register in accordance with the Associations Act.
- (b) The Membership Register must contain the following information about Members:
 - (i) if the Member is:
 - (A) not an Affiliated Club Member, the person's name (given and family name) and contact details, the register may also contain any other name by which the Member is or was known;
 - (B) an Affiliated Club Member, the association's name, ABN/ACN (if applicable) and contact details of a contact person for the association;
 - (ii) the class of Membership;
 - (iii) the date on which the Member's name was entered on the register; and
 - (iv) anything else prescribed by the Associations Act or by the Regulation.
- (c) The Association may set up and maintain the Former Membership Register, which may be maintained in one document with the Membership Register.
- (d) The Former Membership Register should contain the following information about each individual who stopped being a Member within the last 7 years:
 - (i) if the Member is not an Affiliated Club Member, the person's name (given and family name) and contact details, the register may also contain any other name by which the Member is or was known;
 - (ii) if the Member is an Affiliated Club Member, the association's name, ABN/ACN (if applicable) and contact details of a contact person for the association;
 - (iii) the class of Membership;
 - (iv) the date on which the Member's Membership ceased; and
 - (v) anything else prescribed by the Associations Act or by the Regulation.
- (e) For the avoidance of doubt, the Membership Register and Former Membership Register may be maintained in a secure electronic format.

4.15. General

- (a) Membership is particular to each Member and cannot in whole or in part be transferred or assigned to another person or entity and any attempt to do so will be void.
- (b) Former Members do not have any claim against the Association or the Office Bearers for damages in respect of any claim or otherwise arising from cessation or termination of Membership.
- (c) A Member must comply with the Association's Code of Conduct where one has been approved by the Committee, and must:
 - (i) treat all staff, contractors and representatives of the Association with respect and courtesy at all times; and
 - (ii) not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association.

5. STANDARDS AND DISCIPLINE OF MEMBERS

5.1. Jurisdiction

- (a) All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Association whether under the Policies or under this Constitution.
- (b) All Members agree to comply with the disciplinary procedures of Netball ACT and Netball Australia as notified from time to time.
- (c) All members agree to comply with any policies made or adopted by Netball ACT, or Netball Australia or Australian Mens and Mixed Netball which are related to furthering the integrity of the sport of netball or are part of the National Integrity Framework.
- (d) All Members agree to comply with any applicable laws, schemes or frameworks regarding working with vulnerable people.
- (e) For the avoidance of doubt, all Members must comply with the highest standard of conduct set out in the Netball ACT, Netball Australia or Australian Mens and Mixed Netball Association.

5.2. Dispute resolution

- (a) For the purposes of this clause 5.2:
 - (i) **Dispute** means a dispute between a Member or Committee Member and:
 - (A) one or more Members; or
 - (B) one or more Committee Members; or
 - (C) the Association;
 - (ii) **Party** means a party to a Dispute.
- (b) The Parties must attempt to resolve the Dispute by agreement between themselves within 14 days.
- (c) A Party may ask the Committee to help the Parties resolve the Dispute by agreement if:
 - (i) the Committee is not a Party; and

- (ii) the Parties are unable to resolve the Dispute between themselves.
- (d) If the Parties do not resolve the Dispute by agreement in accordance with clause 5.2(b), any Party may start the dispute resolution procedure by giving written notice to the Secretary.
- (e) The notice must:
 - (i) include the names and contact details of the Parties;
 - (ii) give a brief summary of the matters in dispute (**a dispute summary**) including the relevant provisions of the Associations Act and this Constitution, if known; and
 - (iii) briefly state the steps the Parties have taken to resolve the Dispute.
- (f) As soon as practicable after receiving a notice under clause 5.2(d), the Committee must appoint a decision-maker to decide the outcome of the Dispute.
- (g) The Committee must ensure that the decision-maker:
 - (i) is unbiased; and
 - (ii) has, or can quickly acquire, knowledge of the following:
 - (A) the Associations Act;
 - (B) this Constitution;
 - (C) the Objects;
 - (D) the management and operation of the Association; and
 - (iii) does not have a conflict of interest.
- (h) The Committee must give the decision-maker a copy of the notice received under clause 5.2(d).
- (i) As soon as practicable after a decision-maker is appointed under clause 5.2(f), the Secretary must give written notice to each Party that the dispute resolution procedure has started. However, if the Committee is a Party, the Secretary is not required to give the Committee notice under this clause.
- (j) The notice must include:
 - (i) a copy of the dispute summary for the Dispute; and
 - (ii) the name and contact details of the decision-maker; and
 - (iii) information about the dispute resolution procedure.
- (k) Before deciding the outcome of a Dispute, the decision-maker must invite each Party to make a written or oral submission (or both) about the Dispute.
- (l) The invitation must state:
 - (i) if the decision-maker invites the Parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the **submission period**); and
 - (ii) if the decision-maker invites the Parties to make oral submissions—the day and time (within the submission period) when the Party may make the oral submission.

- (m) The decision-maker may also attempt to resolve the Dispute with the agreement of the Parties to the Dispute.
- (n) As soon as practicable after the submission period has ended, the decision-maker must:
 - (i) consider any submissions made during the submission period;
 - (ii) decide the outcome of the Dispute (the **dispute decision**); and
 - (iii) give the Parties to the dispute a written notice that states:
 - (A) the dispute decision; and
 - (B) the reasons for the dispute decision; and
 - (iv) if the Committee is not a Party, give the Committee a copy of the notice mentioned in clause 5.2(n)(iii)
- (o) The Parties may agree to end the Dispute at any time before the decision-maker decides the outcome of the Dispute.
- (p) If the Parties agree to end the dispute, they must give written notice to the following people:
 - (i) if the Committee is not a Party, the Committee; and
 - (ii) if a decision-maker has been appointed for the Dispute, the decision-maker.
- (q) The notice must state:
 - (i) that the Parties have agreed to end the Dispute; and
 - (ii) the reasons for the Parties ending the Dispute.
- (r) A dispute decision may be set aside only by Special Resolution of the Association.
- (s) A Party may appeal the dispute decision made under clause 5.2(n)(ii) in accordance with clause 5.5.

5.3. Procedure for disciplining members

- (a) Where the Committee is of the opinion that a Member:
 - (i) has persistently refused or neglected to comply with a provision of this Constitution;
 - (ii) has willfully acted in a manner prejudicial to the interests of the Association; or
 - (iii) has been subject to a determination by Netball ACT substantiating a breach of Netball ACT's Constitution or policies and that determination justifies the suspension or expulsion of a Member;
 - (iv) has failed to comply with policies issued by the Association, Netball ACT or Netball Australia,
 the Committee may, by resolution:
 - (v) expel the Member from the Association; or

- (vi) suspend the Member from such rights and privileges of Membership, including any privilege of entry to the premises of the Association, as the Committee may determine for a specified period,
- (b) but the resolution shall not take effect:
 - (i) until the expiry of 14 days after the service on the Member of a notice under clause 5.4(a); or
 - (ii) if the Member notifies the President that the Member intends to exercise a right of appeal under clause 5.5 until the appeal is determined under clause 5.5;
 - (iii) unless the Committee, in its opinion, considers such action is necessary for the well-being of the Association or other Members, in which case it may suspend any Member's privilege of entry to the premises of the Association immediately.

5.4. Written notice of disciplinary actions

- (a) Where the Committee passes a resolution under clause 5.3(a), the President shall, as soon as practicable, cause a notice in writing to be served on the Member:
 - (i) setting out the resolution of the Committee and the grounds on which it is based;
 - (ii) fully informing the Member of the Member's rights of appeal under this clause; and
 - (iii) informing the Member of the date, time and place of a Committee meeting to which the Member may submit oral or written representations in accordance with clause 5.5(a)

5.5. Appeals against disciplinary actions

- (a) A Member who is the subject of a notice under clause 5.4 may do either or both of the following:
 - (i) attend and speak at the Committee meeting referred to in clause 5.4(a)(iii); and
 - (ii) submit to the Committee written representations relating to the resolution either at, or prior to, the date of that meeting.
- (b) If a Member desiring to make representations to the Committee under this clause advises the President that the Member is unable to attend the meeting referred to in clause 5.4(a)(iii) and requests deferral of the matter to a later meeting, the Committee shall, if it thinks the request reasonable, defer the matter to a later Committee meeting and shall cause the Member to be advised in writing of the time, date and place of that meeting.
- (c) The Committee may, by resolution, decide to suspend or defer the meeting referred to in clause 5.4(a)(iii) to a later time if it considers it requires additional time to properly consider the submission prior to making a disciplinary action decision.

5.6. Procedures for Committee meetings under this section

- (a) Subject to section 50 of the Associations Act, at the Committee meeting mentioned in clause 5.4(a)(iii) or any later meeting to which the matter has been deferred in accordance with clause 5.5(b) or (c), the Committee shall:
 - (i) inform the Member mentioned in clause 5.3(a) of the grounds upon which the disciplinary action against the Member is proposed to be taken;
 - (ii) give to the Member mentioned in clause (a) an opportunity to make oral representations;
 - (iii) give due consideration to any written representations submitted to the Committee by that Member at or prior to the meeting; and
 - (iv) by resolution determine in its absolute discretion whether to confirm, revoke or vary its resolution made under clause 5.3(a), and that resolution shall be final and of immediate effect.
- (b) The President will, as soon as practicable after the meeting by the Committee of a resolution under clause 5.6(a)(iv), by notice in writing inform the member of the resolution.

6. COMMITTEE

6.1. Number of Committee Members

The Committee may not have more than 9 members and at minimum must be comprised of the following Office Bearers:

- (a) President;
- (b) Vice President Administration;
- (c) Vice President Competition;
- (d) Vice President Representative;
- (e) Secretary; and
- (f) Treasurer.

6.2. Term

- (a) Subject to a nomination made by an Elected Committee Member, an Elected Committee Member will hold office until the conclusion of the first Annual General Meeting held after their election and will be eligible for re-election.
- (b) An Appointed Committee Member will hold office until the end of the period determined by the Committee at the time of appointment with each such appointment to be no more than two years.

6.3. Removal of Committee Member

- (a) Subject to the provisions of the Associations Act, the Association may in a General Meeting by resolution passed by a majority of the Voting Members present at the General Meeting, remove any Committee Member prior to the expiration of that Committee Member's term of office.

- (b) Unless otherwise resolved at a General Meeting, a Committee Member removed in accordance with clause 6.3(a) cannot be re-appointed as a Committee Member within two years from the date of their removal.

6.4. Suspension of Committee Members

- (a) The Committee may resolve to suspend a Committee Member in the event that the Committee considers the Committee Member's conduct or behaviour is prejudicial to the interests of the Association.
- (b) A suspended Committee Member is not permitted to take part in the business or affairs of the Association until their suspension has ended.
- (c) Within 30 days of a Committee Member's suspension, the Committee must call a General Meeting, at which the Voting Members may consider a motion to remove the Committee Member from office in accordance with clause 6.3(a).
- (d) If the Voting Members do not pass the motion to remove the Committee Member, the suspension of the Committee Member is terminated and the Committee Member is reinstated.

6.5. Vacation of office

The office of a Committee Member becomes vacant if the Committee Member:

- (a) is removed in accordance with clause 6.3(a);
- (b) becomes ineligible in accordance with the Associations Act;
- (c) ceases to be an eligible Committee Member under the Constitution or the Policies;
- (d) fails to obtain a valid working with vulnerable people check from the relevant ACT authority within six months of their election or appointment;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (f) dies;
- (g) resigns from office by notice in writing to the Association;
- (h) becomes an employee of the Association, Netball ACT or Netball Australia;
- (i) was appointed to the office for a specified period and that period expires;
- (j) has served the term they were elected for;
- (k) is not present at three consecutive Committee meetings without leave of absence from the Committee;
- (l) is found by way of resolution of the Voting Members to have breached this Constitution or the Policies;
- (m) is prohibited from being an officeholder of the Association pursuant to the Associations Act or by reason of any order made pursuant to the Associations Act; or
- (n) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Associations Act or this Constitution.

6.6. Effect of vacancy

- (a) Subject to clause 6.6(b) the continuing Committee Members may act despite a vacancy in their number.
- (b) If the number of Committee Members is reduced below the minimum number of Committee Members set out at clause 6.1, the remaining Committee Members may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required or to convene a General Meeting.

6.7. Remuneration

Committee Members of the Association may also, with the approval of the Committee, and subject to the Associations Act be paid, or reimbursed, by the Association for services rendered to it other than as a Committee Member.

6.8. Alternate Committee Members

A Committee Member cannot appoint an alternate.

7. ELECTIONS

7.1. Eligibility

A person is eligible to be nominated for election as an Elected Committee Member at an Annual General Meeting of the Association (Eligible Candidate) if they are:

- (a) a Life Member or Individual Member of the Association; and
- (b) have obtained or are in the process of obtaining any necessary checks or approvals concerning working with vulnerable people, as prescribed by the ACT government.

7.2. Nominations and elections

- (a) Eligible Candidates will be nominated for election as Elected Committee Members.
- (b) Nominations of candidates for Elected Committee Members must:
 - (i) be made in writing in any form determined by the Committee from time to time, which may include a requirement to be signed by a Member;
 - (ii) be accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - (iii) specify the position or positions nominated for, either an Office Bearer position or general Elected Committee Member; and
 - (iv) be given to the Secretary prior to the vote at the Annual General Meeting appointing Elected Committee Members.
- (c) For the avoidance of doubt, nominations may be received electronically.

7.3. Elections

- (a) If only one nomination is received for each Office Bearer position the person nominated will be elected to that Office Bearer position, if more than one nomination is received a ballot will be held.
- (b) The ballot for each Office Bearer will be held first, in the following order:
 - (i) President;
 - (ii) Vice-President Administration;
 - (iii) Vice-President Competition;
 - (iv) Vice President Representative;
 - (v) Secretary; and
 - (vi) Treasurer.
- (c) A person may be nominated for more than one Office Bearer position, however, can only be elected to one Office Bearer position.
- (d) If the number of nominations for the general Elected Committee Members equals or is less than the total number of positions, all persons nominated will be elected. If more nominations are received, a ballot will be held after any Office Bearer positions have been filled.

- (e) The results of the ballot will be announced at the Annual General Meeting and the Elected Committee Members will be taken to be elected from the end of that meeting.

7.4. Casual vacancy in ranks of Elected Committee Members

- (a) The Committee may at any time appoint a person to fill a casual vacancy arising under clause 6.5.
- (b) A person appointed under clause 7.4(a) holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

8. APPOINTED COMMITTEE MEMBERS

- (a) The Committee may at any time appoint up to two Appointed Committee Members in addition to the Elected Committee Members to complete the composition of the Committee in accordance with the Policies and clauses 8(b) and (c).
- (b) The Committee may appoint an Appointed Committee Member from time to time in accordance with clause 8(a), because of their special business acumen or technical skills in accordance with the Policies where there is a specific need for an additional Committee Member or skillset on the Committee.
- (c) An Appointed Committee Member's term commences on the date on which the Committee resolves to appoint the Appointed Committee Member to the Committee and is otherwise subject to clause 6.2(b).

9. POWERS AND DUTIES OF THE COMMITTEE

9.1. General Powers of the Committee

Except as otherwise required by the Associations Act, any other applicable law, or this Constitution, the Committee:

- (a) has power to manage the business of the Association; and
- (b) may exercise every right, power or capacity of the Association to the exclusion of the Members and the Association in General Meeting.

9.2. Exercise of powers

A power of the Committee can be exercised only:

- (a) by resolution passed at a meeting of the Committee or otherwise in accordance with clause 10; or
- (b) in accordance with a delegation of the power under clause 9.4, 18.1(a) or 24(d).

9.3. Time and extension of time

Subject to the Associations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Committee may at its absolute discretion extend that time, period or date as it thinks fit, even if that time or date has already passed.

9.4. Delegation of powers

- (a) The Committee may delegate a function of the Committee under this Constitution to one or more subcommittees.
- (b) However, the Committee must not delegate a function given to the Committee:
 - (i) under the Associations Act or other law; or
 - (ii) by resolution of the Members at a General Meeting.
- (c) The Committee may revoke a delegation previously made, whether or not the delegation was expressed to be for a specified period.
- (d) A delegation of powers under clause 9.4(a) may be made:
 - (i) for a specified period or without specifying a period; and
 - (ii) on the terms (including power to further delegate) and subject to any restrictions the Committee decides.
- (e) The Committee may determine limitations or conditions in the delegation that the Committee thinks appropriate.

9.5. Appointment of attorney

- (a) The Committee may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.
- (b) A power of attorney granted under clause 9.5(a) may contain any provisions for the protection and convenience of persons dealing with the attorney that the Committee think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

9.6. Appointment of Public Officer

The Committee shall appoint a public officer in accordance with the Associations Act. The public officer must reside within the ACT.

10. PRESIDENT

The functions of the President include:

- (a) chairing Committee meetings and General Meetings;
- (b) acting as the primary spokesperson for the Association;
- (c) exercising any other function given to the President:
 - (i) under the Associations Act or this Constitution; or
 - (ii) given to the President by the Committee or the Members to achieve the Objects; and
- (d) such other functions prescribed by an applicable statement of duties.

11. VICE-PRESIDENTS

The functions of the Vice President Administration/s include:

- (a) exercising the functions of the President if the President is unavailable to exercise those functions for any reason;
- (b) exercising any other function given to the Vice President:
 - (i) under the Associations Act or this Constitution; or
 - (ii) by the Committee or the Members to achieve the Objects; and
- (c) such other functions prescribed by an applicable statement of duties.

12. SECRETARY

- (a) The Secretary shall perform the functions and duties as the Committee determines, including as prescribed by an applicable statement of duties.
- (b) If there is a vacancy in the position of Secretary, or the Secretary is on leave or otherwise unable to act, the Committee must appoint an employee of the Association or Committee member to act as Secretary.
- (c) Subject to the Associations Act, Regulation and this Constitution, the role of the Secretary includes:
 - (i) keeping minutes of Committee meetings and General Meetings;
 - (ii) keeping all the Association's records and other documents in their custody or under their control either in electronic or hard copy version;
 - (iii) ensuring that all the Association's records and other documents are maintained and provided to Members in accordance with the Associations Act;
 - (iv) exercising any other function given to the Secretary;
 - (A) under the Associations Act or this Constitution; or
 - (B) by the Committee or the Members to achieve the Objects; and
 - (v) lodging with the Registrar-General of the Australian Capital Territory, the documents as required by the Associations Act.

13. TREASURER

- (a) The role of the Treasurer includes:
 - (i) ensuring the integrity of internal and external financial reporting and compliance with the relevant accounting standards;
 - (ii) keeping the Association's accounting records in their custody or under their control;
 - (iii) ensuring that financial reports and statements are available as the Committee may request from time to time and advising the Committee on the Association's financial position at a minimum on a quarterly basis;
 - (iv) ensuring that once a year the accounts of the Association shall be examined and their correctness ascertained by the auditor;

- (v) at the Annual General Meeting providing a statement of receipts and disbursements duly audited by such auditors as the Association shall approve and such statement shall be open to inspection by all members; and
- (vi) such other roles prescribed by an applicable statement of duties.
- (b) If there is a vacancy in the position of Treasurer, or the Treasurer is on leave or otherwise unable to act, the Committee may appoint an employee of the Association or Committee Member to act as Treasurer.

14. PROCEEDINGS OF THE COMMITTEE

14.1. Committee meetings

- (a) Subject to clause 14.1(b), the Committee may meet for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Committee must meet at least three times in each calendar year.

14.2. Use of technology

- (a) A Committee meeting may be held solely or partly using virtual meeting technology by which each Committee Member participating can hear and be heard by each other Committee Member participating or in any other way permitted by the Associations Act.
- (b) Where a meeting is held in accordance with clause 14.2(a) a Committee Member attending using virtual meeting technology is taken to be present for the meeting.

14.3. Notice of Committee Meeting

- (a) A Committee Member may, and the Secretary on the request of a Committee Member must convene a Committee meeting.
- (b) Notice of a meeting of the Committee must be given individually to each Committee Member (except a Committee Member on leave of absence approved by the Committee). Notice of a meeting of the Committee may be given orally (including by telephone) or in writing (including by electronic means).
- (c) Failure to give notice to, or non-receipt of notice by, a Committee Member does not result in a Committee meeting being invalid.
- (d) A Committee Member may waive notice of a meeting of the Committee by giving notice to that effect to the Association orally (including by telephone) or in writing (including by electronic means).
- (e) A person who attends a meeting of the Committee waives any objection that person may have in relation to a failure to give proper notice of the meeting.

14.4. Quorum

Unless the Committee decides otherwise, the quorum necessary for the transaction of business at a Committee meeting will be a majority of the total number of Committee Members, being 50% of the total number of Committee Members plus one.

14.5. Questions decided by majority

- (a) Each Committee Member present has one vote on a matter arising for decision by the Committee.
- (b) A question arising at a Committee meeting is to be decided by a majority of votes of the Committee Members present and entitled to vote.
- (c) If equal numbers of votes are cast for and against a resolution the President will have a second casting vote. If the President is not present at the meeting the Chair will have a second casting vote.

14.6. Circulating resolutions

- (a) The Committee Members may pass a resolution without a Committee meeting being held if all of the Committee Members who are entitled to vote on the resolution agree in favour of the resolution set out in the document (**Circular Resolution**).
- (b) The Association may send a physical copy of a Circular Resolution, in which case separate copies may be signed by the Committee Members to agree to the resolution if the wording of the resolution and statement is identical in each copy. Subject to the Associations Act, electronic signatures will be acceptable.
- (c) The Association may send a Circular Resolution by email or other electronic means to the Committee Members in which case the Committee Members may agree to the resolution by sending a reply via email or other electronic means to that effect, including the text of the resolution in their reply.
- (d) The resolution is passed when the last Committee Member agrees to the resolution in the manner set out in this clause.

14.7. Validity of acts of Committee Members

Everything done at a Committee meeting, or by a person acting as a Committee Member, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

14.8. Minutes

The Committee must cause minutes of meetings to be made and kept according to the Associations Act.

15. GENERAL MEETINGS

15.1. General Meeting

General Meetings of the Association, are to be held:

- (a) according to the Associations Act; and
- (b) at a date and venue determined by the Committee.

15.2. Convening a General Meeting

A General Meeting of Members may be convened by:

- (a) a resolution of the Committee;
- (b) the Voting Members, where permitted, and to the extent permitted, by the Associations Act; or
- (c) a Court in accordance with the Associations Act.

15.3. Notice of a General Meeting

- (a) Notice of a General Meeting must be given to all Members entitled to attend the General Meeting, the Office Bearers and the auditor of the Association.
- (b) The notice of a General Meeting must be sent at least 21 days before the General Meeting and set out any matter required under the Associations Act, including:
 - (i) the place, date and time for the meeting;
 - (ii) if the meeting is to be held using technology – the technology that will be used to facilitate this;
 - (iii) the nature of business to be conducted at the meeting;
 - (iv) if applicable, a list of nominees for Elected Office Bearers, as recommended to the Members;
 - (v) the intention to propose any resolution and the terms of the proposed resolution; and
 - (vi) any detail regarding electronic voting as required by clause 15.9.
- (c) The non-receipt of a notice of General Meeting, including the accidental omission to provide notice to a person entitled to receive it, does not invalidate any resolution passed at the General Meeting.

15.4. Business of General Meetings

- (a) Regardless of whether referred to in the notice of General Meeting, the business of the Annual General Meeting may include the consideration of the annual financial report and the auditor's report.
- (b) Subject to clause 15.4(a), no business other than that stated in the notice of a General Meeting may be transacted at a General Meeting.

15.5. Proceedings at General Meeting

- (a) The quorum for a General Meeting is 10 Voting Members.
- (b) Where a Voting Member has voted in advance by electronic means, in accordance with clause 15.9, that Voting Member will be considered to be present for the purpose a particular resolution which they have cast a vote on, but will not be included in calculating a quorum for a General Meeting unless they are present at that General Meeting.

- (c) All persons entitled to notice of a General Meeting are entitled to be present at the General Meeting.
- (d) The President, or Chair of the General Meeting, may invite others to the General Meeting, where their attendance is necessary, or in the best interests of facilitating the meeting.
- (e) An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting, other than the election of Chair of the General Meeting (if required) and adjournment of meeting.
- (f) If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:
 - (i) if convened by, or on requisition of, Voting Members, is dissolved; and
 - (ii) in any other case stands adjourned to such other day, time and place as the Chair of the General Meeting determines.

15.6. Conduct of General Meetings

- (a) The Chair of the General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes;
 - (iii) may, having regard where necessary to the Associations Act, terminate discussion or debate on any matter they consider is necessary or desirable for the proper conduct of the meeting; and
 - (iv) may in their discretion refuse admission to a person, or require that a person leave, if they know or suspect that the person:
 - (A) is attempting to record the meeting, without the Committee's permission;
 - (B) has a placard or banner;
 - (C) has an article which the Chair of the General Meeting considers to be dangerous, offensive or liable to cause disruption;
 - (D) refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession; or
 - (E) behaves or threatens to behave in a dangerous, offensive or disruptive manner.
- (b) A decision by the Chair of the General Meeting under clause 15.6(a)(iv) is final.

15.7. Voting

- (a) Each Voting Member present has one vote on each question or motion arising at a General Meeting.

- (b) A question or motion is carried (except in the case of a Special Resolution) if a majority of the Members at the meeting vote in favour of the motion.
- (c) If the votes on a question or motion are equal, the chair of the General Meeting may cast an additional deciding vote in addition to any vote the chair may have as a Member.
- (d) For the avoidance of doubt:
 - (i) an Affiliated Club Member holds one vote to be exercised by a representative appointed by the Affiliated Club;
 - (ii) a Junior Member Representative must exercise their vote on behalf of and in accordance with the direction, if any, provided by the Junior Member they are representing. A Junior Member Representative will hold one vote for each Junior Member they represent.

15.8. Use of Technology

- (a) A General Meeting may be held solely or partly using virtual meeting technology by which each Member participating can hear and be heard by each other Member participating or in any other way permitted by the Associations Act.
- (b) If virtual meeting technology is to be used in holding the General Meeting, Members will be provided with sufficient information to allow the Members to participate in the meeting by means of the virtual meeting technology.

15.9. Electronic Voting

- (a) The Committee may determine to allow Voting Members to conduct direct voting for any resolution proposed for a General Meeting, including a vote by electronic means (such as electronic voting) in such manner as approved by the Committee.
- (b) A notice of General Meeting will specify:
 - (i) any resolutions for which electronic voting will occur;
 - (ii) the method of electronic voting approved by the Committee; and
 - (iii) the deadline for voting by electronic means,
- (c) The Committee may determine a resolution will be decided partly or wholly by electronic voting and may also specify the deadline for voting by electronic means.
- (d) A Voting Member who casts a vote by electronic means will be deemed to have voted in advance of the relevant General Meeting.
- (e) The effective date of a resolution decided partly or wholly by electronic means is the date of the General Meeting to which the resolution relates, regardless of whether sufficient votes are cast prior to the meeting.

16. ADJOURNMENT OF GENERAL MEETING

16.1. Adjournment

- (a) The Chair of the General Meeting at which a quorum is present:

- (i) may in their discretion; and
 - (ii) must if directed by the majority of Voting Members, adjourn the General Meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same General Meeting or to an adjourned meeting at any time and place agreed by vote of the Voting Members present.
 - (c) Subject to clause 15.4(a), only unfinished business is to be transacted at a General Meeting resumed after an adjournment.

16.2. Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned General Meeting unless it is adjourned for 30 days or more.
- (b) Where a General Meeting is adjourned for 30 days or more, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

16.3. Quorum for adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned General Meeting, those Voting Members then present will constitute a quorum.

17. CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

17.1. Cancellation or postponement

Where a General Meeting is convened by the Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Voting Members in accordance with clause 15.2 (b);
- (b) the Committee at the request of Members under clause 15.2; or
- (c) a court of competent jurisdiction.

17.2. Written notice of cancellation or postponement of General Meeting

- (a) Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:
 - (i) each Member entitled to attend the General Meeting; and
 - (ii) each other person entitled to notice of a General Meeting under this Constitution or the Associations Act.
- (b) A notice postponing a General Meeting must also specify:
 - (i) the new place, date and time for the meeting;

- (ii) if the meeting is to be held using technology – the technology that will be used to facilitate this,

and must be given at least 21 days before the postponed General Meeting can occur.

- (c) The non-receipt of a notice cancelling or postponing a General Meeting, including the accidental omission to provide notice to a person entitled to receive it, does not invalidate any resolution passed at a postponed meeting, or the cancellation or postponement of the meeting.

17.3. Business at postponed General Meeting

Subject to clause 15.4(a) the only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

18. SUB-COMMITTEES

18.1. Sub-Committees

- (a) The Committee may from time to time establish Sub-Committees and must provide for their governance, formation, functions and delegations in a Policy.
- (b) The Committee will appoint individuals to those Sub-Committees as it sees fit and may delegate any of its powers to Sub-Committees consisting of those persons they think fit (including Office Bearers, Committee Members and Members), and may vary or revoke any delegation.
- (c) A Sub-Committee must exercise the powers delegated to it according to any directions of the Committee and as set out in the Policies.
- (d) Powers delegated to and exercised by a Sub-Committee are taken to have been exercised by the Committee.

18.2. Sub-Committee meetings

Unless otherwise determined by the Committee, Sub-Committee meetings are governed by the Policies.

19. POLICIES

19.1. Making and amending Policies

The Committee may from time to time make Policies:

- (a) that are required to be made under this Constitution; or
- (a) which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those Policies.

19.2. Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and Office Bearers as applicable, and has the same effect as a provision of this Constitution.

20. INSPECTION OF RECORDS

A Member does not have the right to inspect any document of the Association (including registers kept by the Association) except as set out in this Constitution, or in the Associations Act, and subject to any limitations in the Associations Act.

21. ACCOUNTS

21.1. Accounting Records

The Committee will cause proper accounting and other records to be kept and will distribute copies of financial reports as required by the Associations Act.

21.2. Auditor

The Association must comply with the Associations Act with regards to the eligibility, appointment, removal, remuneration and rights of the auditor of the Association.

22. NOTICES

22.1. Methods of service on a Member

The Association may give a document, notice or other communication to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register of Members or an alternative address nominated by the Member; or
- (c) by sending it to an electronic address nominated by the Member.

22.2. Methods of service on the Association

Unless otherwise specified in this Constitution, a Member may give a document to the Association:

- (a) by delivering it to the registered office of the Association (**the Registered Office**);
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to an electronic address nominated by the Association.

22.3. Time of receipt

A document, notice or other communication is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;

- (b) in the case of a notice sent by post, on the fifth Business Day after the date of its posting; or
- (c) in the case of a notice sent by electronic transmission on:
 - (i) the day it is sent, if it is sent by 5pm (local time in the place of delivery) on a Business Day; or
 - (ii) the next Business Day, if it is sent after 5pm (local time in the place of delivery) on a Business Day, or on a day that is not a Business Day.

23. SOURCE OF FUNDS

- (a) The Association's funds may only be made up of:
 - (i) Membership Fees for the Association given under clause 4.9 ;
 - (ii) donations; and
 - (iii) any other source that the Committee decides, subject to:
 - (A) the Associations Act; and
 - (B) a resolution passed by the Association at a General Meeting.
- (b) The Committee must:
 - (i) ensure that all money received by the Association is deposited into the Association's account with a deposit taking institution as soon as practicable after the money is received; and
 - (ii) issue a receipt for any money received by the Association as soon as practicable after the money is received unless it is impracticable to do so.

24. USE OF FUNDS

- (a) The Association must:
 - (i) open and maintain an account with an authorised deposit-taking institution;
 - (ii) pay all money received by the Association into the account; and
 - (iii) pay all amounts spent by the Association out of the account.
- (b) The Association's funds will only be applied towards the promotion of the Objects.
- (c) The Committee may make payments on the Association's behalf.
- (d) The Committee may delegate its functions under subclause 24(a) to:
 - (i) a Committee Member; or
 - (ii) anyone employed or engaged by the Association.

25. PAYMENTS TO MEMBERS

- (a) Income or property of the Association will not be paid or transferred directly or indirectly to any Member except for payments to a Member of a reasonable amount approved by the Committee:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;

- (ii) as reimbursement for expenses properly incurred on behalf of the Association:
 - (A) for interest, at a rate not exceeding current bank overdraft rates of interest for money borrowed by the Association;
 - (B) for reasonable rent for premises lent to the Association by them; or
 - (C) for any other amount of a similar character to those in this clause 25.

26. WINDING UP

26.1. Limited Liability

The liability of a Member to contribute towards the payment of debts and liabilities of the Association, including its debts, liabilities and any costs, charges or expenses of winding up the Association is limited to the amount, if any, unpaid by the member in respect of Membership Fees required by clause 4.9.

26.2. Excess property on winding up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies as determined by the Voting Members:
 - (i) having objects similar to those of the Association; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) If the Voting Members fail to make a determination as to the body or bodies referred to in clause 26.2(a) at or before the time of dissolution, the liquidator may make an application to the Supreme Court of the Australian Capital Territory to make that determination.

27. COMMON SEAL

- (a) The common seal of the Association shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two members of the Committee.

28. AMENDMENTS TO CONSTITUTION

- (a) This Constitution may be amended or repealed in accordance with this Constitution and the Associations Act.
- (b) A Special Resolution amending, adopting or repealing the Constitution takes effect:
 - (i) if no later date is specified in the Special Resolution, then on the date on which the resolution is passed; or
 - (ii) on a later date specified in, or determined in accordance with, the Special Resolution.

SCHEDULE OF AMENDMENTS TO THE TNA INC. CONSTITUTION

Rule No	Title	Date of Effect
Adoption of revised Constitution in line with Netball ACT and the Revised Model Rules contained at Schedule 1 of the <u>Associations Incorporation Regulation 2023</u>	Tuggeranong Netball Association Inc Constitution	8 April 2025