Albury Indoor Netball Association Incorporated

Constitution

In accordance with Associations Incorporation Act 2009 (NSW)
and
Associations Incorporation Regulation 2022

31.10.26 Draft Only & Read Only

TABLE OF CONTENTS

Part	Clause	Page
1.	Name of Association	3
2.	Definitions and Interpretations	3
3.	The Act	4
4.	Objects of the Association	4
5.	Powers of the Association	5
6.	Members	5
7.	Membership Application	5
8.	Effect of Membership	7
9.	Discontinuance of Membership	7
10.	Discipline of a Member	8
11.	Fees and Subscriptions	10
12.	Existing Committee Members	10
13.	Powers of the Committee	10
14.	Composition of the Committee	10
15.	Election of Committee Members	12
16.	Vacancies on the Committee	13
17.	Committee Meetings	14
18.	Committee Delegation of Duties and Functions	16
19.	Annual General Meetings	17
20.	Special General Meetings	18
21.	Notice of General and Special Meetings	18
22.	Notices of Motion	19
23.	Procedures at General Meetings	19
24.	Grievance Procedure for Disputes	21
25.	Records and Accounts	22
26.	Auditor	23
27.	Income	23
28.	Winding Up	23
29.	Distribution of Property on Winding Up	24
30.	Alteration of Constitution	24
31.	Regulations	24
32.	Status and Compliance of Association	25
33.	State Sporting Organisation (SSO)	25
34.	Indemnity	25

ALBURY INDOOR NETBALL ASSOCIATION INCORPORATED

1. NAME OF ASSOCIATION

The name of the Association is **Albury Indoor Netball Association** Incorporated (Association).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

a) **Act** means the **Associations Incorporation Act 2009 (NSW)**
b) **AINA** means Albury Indoor Netball Association
c) **Committee** means the body managing the Association.
d) **Constitution** means this Constitution of the Association.
e) **Financial Year** means the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.
f) **General Meeting** means the annual or any special general meeting of the Association.
g) **Incapacitated** means unable to fulfil duties as required by this Constitution or the Act, including being able to:
   - understand the information relevant to the decisions that will have to be made in the role of the Committee;
   - retain that information to the extent necessary to make those decisions;
   - use or weigh that information as part of the decision-making process; or
   - communicate the decisions in some way.
h) **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.
i) **Financial Member** means someone who has paid the Albury Indoor Netball Association Affiliation Fee for the current season and entitled to vote.
j) **Individual Member** means a **registered**, financial Member of the Association who is 18 years of age and over is entitled to vote.
k) **Junior Member** means a **registered**, financial Member of the Association who is younger than 18 years of age and **not** entitled to vote.
l) **Life Member** means an Individual appointed as a Life Member of the Association and is entitled to vote.
m) **Local area** means the geographical area for which the Association is responsible as recognised by the State Sport Organisation (SSO) for the Sport of which the Association is a Member.
n) **NSO** means the National Sporting Organisation for the Sport, being Netball Australia.
o) **Objects** means the purpose, goals, limits and regulations of the Association.
p) Officer of the Association in accordance with the Act.
q) **Register** means a register of Members kept and maintained in accordance with the Act.
r) **Regulations** means any rules, by-laws or regulations made by the Committee in accordance with the Act and Associations Incorporation Regulation 2022.
s) **Special Resolution** means a Special Resolution defined in the Act.
t) **Sport** means the sport of Netball.
u) **SSO** means the State Sport Organisation for the Sport, being Netball Victoria.

2.2 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) references to 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 any legislative authority having jurisdiction); and
h) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic transmission.

2.3 Severance

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

3. THE ACT

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. The model constitution under the Act is expressly displaced by this Constitution.

4. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are to:

a) conduct, encourage, promote, advance and administer the Sport throughout the Local area;
b) act, at all times, on behalf of and in the interest of the Members and the Sport in the Local area;
c) affiliate and otherwise liaise with the SSO and/or NSO of which the Association is a Member and adopt their rule and policy frameworks to further these Objects;
d) abide by, promulgate, enforce and secure uniformity in the application of the Rules of Netball as may be determined from time to time (i.e. with discretion and flexibility) by the NSO and as may be necessary for the management and control of Netball and related activities;
e) advance the operations and activities of the Association throughout the local area;
f) have regard to the public interest in its operations; and

g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

5. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under Section 19 of the Act, the legal capacity and powers of a company limited by guarantee as set out under Associations Incorporations Act 2009 (NSW).

6. MEMBERS

The Members of the Club shall consist of:

- Financial Members - Paid AINA Fee
- Individual Members - Paid AINA Affiliation and Netball Victoria Registration
- Junior Members - Paid AINA Affiliation and Netball Victoria Registration
- Life Members - No Fees Payable

6.1 Life Members

Following a vote where 75% of the Committee has voted to write a motion to recommend to the Annual General Meeting that any natural person who has rendered 10 years of distinguished service to the Association, where such service is deemed to have assisted the advancement of the Sport in the Region, be appointed as a Life Member.

A Special Resolution motion to the Annual General Meeting to confer Life Membership on the recommendation of the Committee must be a Special Resolution of 75% of eligible attending members voting in favour at the Annual General Meeting.

A person must accept or reject the Association's resolution to confer Life Membership which will be recorded in the minutes and upon acceptance added to the Register of Life Members, as at the date of the Annual General Meeting Special Resolution.

7. MEMBERSHIP APPLICATION

7.1 Application for Membership

An application for membership must be:

a) from the applicant, in writing (including electronic) in the form prescribed by the Committee and lodged with the Association; and
b) accompanied by the affiliation fee as set by the Committee

By applying, an applicant acknowledges and agrees that they voluntarily agree to be bound by the rules, regulations and policies of the Association, as well as those of the SSO and NSO, including not only this Constitution.

7.2 Discretion to Accept or Reject Application for Membership

a) The Committee, may acting in the best interests of the Association and in good faith, accept or reject an application whether the applicant has complied with the requirements or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
b) Where the Committee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Register shall be amended accordingly as soon as practicable.
c) Where the Committee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association. No reasons for rejection need be given.
d) There is no right of appeal where the Committee rejects an application for membership, whether a new application or a renewal application.

7.3 Renewal

a) Members, other than Life Members, must re-apply for membership annually in accordance with the timeframes and procedures set down by the Association from time to time.
b) Members acknowledge and agree that membership renewal is not automatic, and the discretion to accept or reject application for membership rule applies.
c) Upon re-application, a Member must provide details of any change in their personal details, and any other information reasonably required by the Association.

7.4 Deemed Membership

a) All persons who are, prior to the approval of this Constitution under the Act, current Members of the Association shall be deemed Members from the time of approval of this Constitution under the Act.
b) Analogous Functional Continuity applies if the Association transitions to a new constitution or updates its structure so that Members can continue performing duties that are equivalent in scope and responsibility to what they did before until the next Annual General Meeting is completed.

7.5 Association to Keep Registers

The Association shall keep and maintain Registers in which shall be entered (as a minimum):

a) the full name and address of the Member;
b) the category of membership of the Member;
c) the date on which the Member became a Member;
d) any other information determined by the Committee; and
e) where applicable, the date of cessation of membership of any Member.

Members shall provide notice of any change and required details to the Association within one month of such change.

7.6 Inspection of Registers

Having regard to privacy and confidentiality considerations, Committee member supervised inspection of the Register will only be available as required by the Act. If permitted, only an extract of the Register, excluding the address or other direct contact details of any Member, shall be made available for inspection. No photocopies or electronic versions are permitted to be taken from the supervised inspection by the person inspecting.

7.7 Use of Registers

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used by the Association solely to further the Objects, as the Committee considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- this Constitution forms a contract between each of them and the Association and that they are bound by the Constitutions and regulations of; this Constitution, the State Sporting Organisation and the National Sporting Organisation.
- they shall comply with and observe this Constitution and the regulations and any determination, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- by submitting to this Constitution and the regulations, they are subject to the jurisdiction of the Association, SSO and NSO;
- the Constitution and the regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport;
- neither membership of the Association nor this Constitution gives rise to:
    - any proprietary right of Members in, to or over the Association or its property or assets;
    - any automatic right of a Member to renewal of their membership of the Association;
    - subject to the Act and the Association acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution;
- they are entitled to benefits, advantages, privileges and services of Association membership; and membership; and
- a right, privilege or obligation of a person by reason of their membership of the Association:
    - is not capable of being transferred or transmitted to another person; and
    - terminates upon the cessation of membership whether by death, resignation or otherwise.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

a) A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association of such withdrawal or resignation.
b) When the Association receives a notice of resignation, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.2 Discontinuance for Breach

Notwithstanding anything in the Act or this Constitution:

a) membership of the Association may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the regulations or any resolutions or determinations made or passed by the Committee or any duly authorised person;
b) membership shall not be discontinued by the Committee without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach; and
c) where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued by the Committee giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

9.3 Member to Re-Apply

A Member whose membership has ceased or been discontinued must seek renewal and re-apply for membership in accordance with this Constitution; and may be re-admitted at the discretion of the Committee. There is no right of appeal where the Committee refuses to re-admit a former Member.

9.4 Forfeiture of Rights

a) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property.
b) Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

9.5 Membership May Be Reinstated

Membership which has been discontinued may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded at the discretion of the Committee, on a pro-rata basis to the Member upon discontinuance.

10. DISCIPLINE OF A MEMBER

10.1 Disciplinary Proceedings

A person may make a complaint to the Committee that a Member of the Association has:

a) failed to comply with a provision of this Constitution, or
b) willfully acted in a way prejudicial to the interests of the Association.

The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.

If the committee decides to deal with the complaint, the committee must:

a) serve notice of the complaint on the member, and
b) give the member at least fourteen (14) days from the day the notice is served on the member within which to make submissions to the Committee about the complaint, and
c) consider any submissions made by the member.

The Committee may, by resolution, expel the member from the Association or suspend the Member's membership if, after considering the complaint, the Committee is satisfied that:

(a) the facts alleged in the complaint have been proved, and
(b) the expulsion or suspension is warranted.

If the Committee expels or suspends the Member, the Secretary must, within seven (7) days of that action being taken, give the Member written notice of:

a) the action taken, and
b) the reasons given by the Committee for taking the action, and
c) the Member's right of appeal.

The expulsion or suspension does not take effect until the later of the following:

a) the day the period within which the Member is entitled to exercise the Member's right of appeal expires, or
b) if the Member exercises the Member's right of appeal within the period - the day the Association confirms the resolution.

10.2 Right of Appeal Against Disciplinary Action

A Member may appeal against a resolution of the Committee by lodging a notice of appeal with the Secretary within seven (7) days of being served notice of the resolution.

The Member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

The Secretary must notify the Committee that the Secretary has received a notice of appeal.

If notified that a notice has been received, the committee must call a General Meeting of the Association to be held within twenty-eight (28) days of the day the notice was received.

At the General Meeting for notice of appeal:

a) no business other than the question of the appeal is to be transacted, and
b) the Member must be given an opportunity to state the Member's case orally or in writing, or both, and
c) the Committee must be given the opportunity to state the Committee's case orally or in writing, or both, and

d) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

The appeal is to be determined by a simple majority of votes cast by attending Members of the Association.

11. FEES AND SUBSCRIPTIONS

a) The membership subscription and any other fees or levies payable by Members or categories of Members to the Association, the benefits which apply, the time for, and manner of payment, shall be determined by the Committee from time to time.
b) The Committee is empowered to prevent any Member whose subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Association, including but not limited to the right to vote at General Meetings.
c) There is no right to natural justice or any right of appeal where the Committee exercises its power under this clause.
d) Where a Member's fees and/or subscription are in arrears, that Member's membership ceases and is recorded in the Committee minutes.

12. EXISTING COMMITTEE MEMBERS

The Members of the administration of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this Annual General Meeting the positions of administration shall be vacated, filled, and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE COMMITTEE

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the Sport and community throughout the Local Area.

14. COMPOSITION OF THE COMMITTEE

a) Any Financial Member of the Association, 18 years old and over, may be nominated as a candidate for election as an Executive or General Committee Member.
b) The Committee shall consist of an elected Executive and elected General Committee Members.

14.1 Composition of the Executive

The Executive shall comprise of a minimum of three (3) Executive Members, who must all be Financial Members and who shall be elected.

14.2 The Executive shall consist of:

- President;
- Vice President (if numbers allow);

- Secretary; and
- Treasurer.

Public Officer

A Public Officer must be registered with NSW Fair Trading. Change of Public Officer must be registered with Fair Trading within twenty-eight (28 days) as per the Act. This position is appointed from the Committee by the Committee and is usually an additional role of an Executive Member.

Promotions Media Officer

A Promotions Media Officer is appointed from the Committee by the Committee and can be a general Committee member role or an Executive Member additional duty.

14.3 Nominal Head of the Association and Chair

a) The President shall be the nominal head of the Association and Chair, and will act as Chair of any General Meeting or Committee Meeting at which they are present.
b) If the Chair is not present or is unable or unwilling to preside at a General Meeting or Committee Meeting, another Executive Member will chair the meeting.
c) If Executive Members are unable or unwilling to preside at a General Meeting or Committee Meeting, the remaining Committee Members shall appoint a General Committee Member to preside as Chair for that meeting only.
d) <u>The Chair is to preside except</u>:
    - in relation to any election for which the Chair is a nominee; or
    - where a conflict of interest exists.
e) A Guest Chair from the SSO, or other suitable person may be invited by the Committee to chair a meeting.

14.4 Appointment of Guest Chair

The Committee may, by resolution, invite a person who is not a current elected member to serve as Guest Chair for a specific meeting or series of meetings.

<u>Purpose</u>
The Guest Chair role is intended to:
- provide independent oversight or expertise on matters of significance to the Association.
- facilitate impartial discussion where the elected Chair has a conflict of interest or is unavailable.

<u>Authority and Limitations</u>
The Guest Chair:
- shall preside over the meeting(s) for which they are appointed, ensuring orderly conduct and adherence to the Association's constitution and meeting procedures.
- shall not have voting rights unless expressly granted by resolution of the Committee for that meeting.
- appointment shall not extend beyond the agreed meeting(s) without further resolution.

Eligibility
The Guest Chair must:

- be a person of good standing in the community or relevant sporting field.
- have no unresolved disciplinary matters with the Association or affiliated bodies.

Termination of Guest Chair Appointment
The Committee may revoke the Guest Chair's appointment at any time by resolution, with immediate effect.

14.5 Composition of the General Committee

The General Committee shall comprise a minimum of four (4) Members, who must all be Financial Members**.**

14.6 Casual Vacancies on the Executive

a) Should a vacancy exist on the Executive and an existing current Financial Member, either on the General Committee or not, and who expresses an interest to fill that vacancy, the existing elected Committee may appoint that person to fill the vacant position on the Executive in accordance with the decision-making process of a General Committee Meeting.
b) The remaining elected Executive Members, subject to the approval of the whole Committee may fill any Casual Vacancy occurring in the position of an Executive Member, meaning that, an existing Executive Member may fill a maximum of two (2) Executive positions concurrently on the Committee.
c) An existing elected General Committee Member, subject to the approval of the whole Committee, may fill any Casual Vacancy occurring in the position of an Executive Member.
d) Any Casual Vacancy may only be filled for the remainder of the Executive Member's term.

15. ELECTION OF COMMITTEE MEMBERS

15.1 Nominations

As a part of the Notice of Meeting, nominations for Executive and General Committee positions shall be called for twenty-one (21) days prior to the Annual General Meeting.

15.2 Forms of Nomination

Nominations may be made **in writing**, and shall be:

a) signed by at least 2 members of the Association, not including the candidate, and
b) accompanied by the written consent of the candidate to the nomination, and
c) received by the Association Secretary by close of business on the Friday before the Annual General Meeting.

Nominations **from the floor** at the Annual General Meeting must have:

d) a proposer and a seconder, both of whom must be current Financial Members, and
e) an expression of willingness from the nominee to accept the position for which they are nominated.

15.3 Elections

a) If the number of nominations received for an Executive Position or the General Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive or General Committee, then those nominated may be declared elected only if approved by a Simple Majority of Members present and entitled to vote.
b) If there are insufficient nominations received to fill all vacancies on the Executive or General Committee, or if a person is not approved by a Simple Majority of Members, the position(s) will be deemed Casual Vacancies.
c) If the number of nominations exceeds the number of vacancies to be filled and a secret ballot is required/requested, voting papers shall be prepared containing the names of the candidates in alphabetical order by surname for each vacancy on the Executive and for the General Committee membership.
d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee Members

a) The terms of appointment for the elected Executive and General Committee Members shall be for a term of one year or until the next Annual General Meeting.
b) Subject to provisions in this Constitution relating to early retirement or removal of elected Executive or General Committee Members, each shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting.
c) The maximum number of consecutive terms permitted for Executive Members shall be four (4) years.

16. VACANCIES ON THE COMMITTEE

16.1 Casual Vacancies on the General Committee

a) A Financial Member who has expressed an interest in filling a vacant position on the General Committee, subject to approval of a Simple Majority of the Committee, may fill a Casual Vacancy occurring on the General Committee.
b) Any Casual Vacancy may only be filled for the remainder of the General Committee Member's term.

16.2 Grounds for Termination of Committee Members

In addition to the circumstances in which the office of an Executive or General Committee Member becomes vacant by virtue of the Act, the office of such a Member becomes vacant if the Member:

a) dies;
b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
d) resigns their office in writing to the Association;

e) is absent without the consent of the Committee from three (3) meetings of the Committee held;
f) holds any office of employment with the Association without the approval of the Committee;
g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest;
h) acted in a manner unbecoming or prejudicial to the Objects and interests of the Association; in the reasonable opinion of the Committee and subject always to this Constitution;
i) is removed by Special Resolution;
j) brought themselves or the Association into disrepute; or
k) would otherwise be prohibited from being a member of a corporation under the Associations Incorporation Act 2009.

16.3 Committee May Act

a) If a casual vacancy or vacancies arise in the office of an Executive Member or General Committee Member, the remaining Committee members may act, that is, still perform their duties.
b) If the number of remaining Committee Members is not sufficient to constitute a quorum at a General Committee Meeting however, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

17. COMMITTEE MEETINGS

17.1 Committee to Meet

a) The Committee should meet as needed to run the incorporated Association, at least three (3) times annually for the dispatch of business. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.
b) A Committee Member may at any time convene a meeting of the Committee within a reasonable time.
c) Unless all Committee Members agree to hold a meeting at shorter notice, which agreement shall be sufficiently evidenced by their apology or presence, not less than seven (7) days written notice of the meeting of the Committee shall be given to each Committee Member.
d) Notice of the meeting and agenda must be given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.
e) The Committee may meet at two (2) or more venues and use technology to let members attend and participate.

17.2 Decisions of the Committee

a) So not to limit the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting.
b) All Committee Members shall have one (1) vote on any question. Where voting is equal, the Chair may exercise a casting vote. If the Chair does not exercise a casting vote, the motion will be lost.

c) A decision supported by a Simple Majority of votes cast at a meeting of the Committee or Sub-Committee at which a quorum is present, is the decision of the Committee or sub-Committee.

17.3 Transaction of Committee Business Outside Meetings

a) The Committee may transact its business at a meeting at which one (1) or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members and all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously.
b) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the Chair of the meeting is located.
c) If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a Simple Majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.
d) Any resolutions approved, must be recorded in the minutes of the Committee Meeting.
e) If a failure in communications prevents Transaction of Committee Business Outside meetings from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held, then the meeting shall be suspended until it is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

17.4 Quorum for Committee Meetings

At meetings of the Committee, the number of Committee Member's whose presence is required to constitute a quorum is a minimum of two (2) Executive Members and three (3) General Committee Members. A quorum must remain present throughout the meeting, regardless of what method the Committee is transacting for each meeting.

17.5 Conflict of Interest

a) A Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, absent themselves from discussions of such matters, unless otherwise determined by the Committee, and shall not be entitled to vote in respect of such matters.
b) If the Committee Member casts a vote, the vote shall not be counted.
c) If there is any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by the Committee. If this is not possible, the matter shall be adjourned or deferred.

17.6 Disclosure of Interests

a) The nature of the interest of a Committee Member must be declared and recorded at the meeting of the Committee at which the relevant matter is first taken into consideration, if

the interest then exists. In any other case, the interest should be disclosed to the Committee at the next meeting of the Committee.

b) If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee member's interest has arisen.

17.7 General Disclosure

a) A general notice stating that a Committee Member is a member of any specified firm or company and that they are 'interested' in all transactions with that firm or company is sufficient declaration.
b) After such general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

17.8 Recording Disclosures

a) Any declaration made, any disclosure or any general notice given by a Committee Member must be recorded in the minutes of the relevant meeting and otherwise in accordance with the Act.
b) All disclosed interests must also be disclosed to each Annual General Meeting.

18. COMMITTEE DELEGATION OF DUTIES AND FUNCTIONS

18.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint Sub-Committees, individual officers and consultants to carry out specific duties and functions. The Committee will determine what powers these Committees are given. In exercising its power under this clause, the Committee should take into account broad stakeholder involvement.

18.2 Committee Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

a) this power of delegation; and
b) function imposed on the Committee by the Act, any other law or this Constitution.

18.3 Committee Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.4 Committee Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions.

The entity shall also provide any other reports, minutes and information as required by the Committee from time to time.

18.5 Committee Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

18.6 Committee Revocation of Delegation

The Committee may by resolution and/or instrument in writing, at any time revoke wholly or in part any delegation made under this clause. The Committee may also amend or repeal any decision made by a body or person under this clause.

19. ANNUAL GENERAL MEETINGS

19.1 Holding of Annual General Meetings

The Annual General Meeting of the Association shall be held, in accordance with the Act, this Constitution and regulations, as close as possible to the month of October, on a date, time and venue determined by the Committee.

19.2 Agenda for Annual General Meetings

The business that may be transacted at an Annual General Meeting includes:

- Opening Address
- Recording of Attendances
- Prior Notice Apologies
- Confirmation of Minutes from Previous AGM
- Matters Arising from Previous Minutes
- President/Chairperson's Annual Report
- Treasurer's Financial Report
- Appointment of an Auditor by motion from the Committee
- Election of Executive and Committee Members
- Appointment of Public Officer as per motion from the Committee
- Correspondence In and Out
- Special Resolution Motions from Committee
- General Motions received from Members prior to AGM
- Other General Business
- Closing Address

19.3 Decisions of Annual General Meetings

a) Subject to this Constitution, any General decision, motion shall be proposed, seconded and carried if it receives a Simple Majority of votes in favour cast by eligible attending members.
b) Granting of Life Membership of the Association of an individual requires a Special Resolution motion from the Committee and the voting shall be by a secret ballot which requires 75% of votes in favour cast by eligible members in attendance to be carried.

c) Voting on Constitutional reviews and amendments requires a Special Resolution motion from the Committee with copies of the review or amendments provided to eligible members circulated with the Annual General Meeting Notice. Voting shall be by a show of hands which requires 75% of votes in favour by eligible members in attendance to be carried.

20. SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

a) All General Meetings other than the Annual General Meetings shall be called Special General Meetings and shall be held in accordance with this Constitution.
b) The Committee may call a Special General Meeting whenever the Committee thinks fit.

20.2 Special General Meeting Requests

The Committee must call a Special General Meeting if the Committee receives a request made by at least 5 eligible members entitled to vote, and the request must:

a) be in writing, and
b) state the purpose of the meeting, and
c) be signed by the members making the request, and may consist of more than one (1) document in a similar form signed by one (1) or more members
d) be lodged with the Secretary and may be in electronic form and signed and lodged by electronic means.

If the Committee fails to call a Special General Meeting within one (1) month of the request being lodged, one (1) or more of the members who made the request, may convene a Special General Meeting to be held within three (3) months of the date the request was lodged.

A Special General Meeting arranged and held by the requesters, must be conducted, as far as practicable, in the same was as a general meeting called by the Committee.

21. NOTICE OF GENERAL AND SPECIAL MEETINGS

a) Notice of every General or Special Meeting shall be given to every Life Member and Financial Member entitled under this Constitution to receive notice. Notices shall be sent to the contact details appearing in the Association's Registers. An appointed auditor is also entitled to receive notice of every General Meeting from time to time. No other person shall be entitled, as of right, to receive notices of General Meetings.
b) A notice of a General Meeting or Special Meeting shall specify the venue, date and time of the meeting and shall include an Agenda stating the business to be transacted at the meeting together with any notices of motions received from the Committee and Financial Members entitled to vote.
c) If there are motions for **Special Resolutions on the agenda**, then at least twenty-one **(21)** days' notice of a General Meeting shall be given to those Members entitled to receive notice.
d) If there are **only General motions on the agenda**, then only fourteen **(14)** days' notice of a General Meeting shall be given to those Members entitled to receive notice.

e) Special General Meetings are required for any items not permitted to be included in an Annual General Meeting. At least twenty-one (21) days' notice of a Special General Meeting shall be given to those Members entitled to receive notice.
f) No business other than that stated on the notice agenda for a General Meeting shall be transacted at that meeting.
g) Notices must be distributed with any attachments, as decided by the Executive Committee from time to time and may use one (1) or a combination of efficient and effective options including:

- post to the Member's registered mailing address;
- electronic mail to the Member's email address;
- prominently posting on the Association's website;
- use of social media accounts

h) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
i) Where a notice is sent by electronic mail, posting on the Association's website or use of social media accounts, service of the notice shall be deemed to be effected the next day after it was sent or posted.

22. NOTICES OF MOTION

Financial Members entitled to vote may submit General Notices of Motion for inclusion at an Annual General, Special or General Meeting. All notices of motion must be submitted in writing to the Association no less than 30 days (excluding receiving date and meeting date) prior to a meeting so that they can be included in the Agenda. Any motions received late, may be requested by the Committee to be carried over to the next meeting.

23. PROCEDURES AT GENERAL MEETINGS

23.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be Financial Member compulsory delegates **in the current season.**

23.2 Compulsory Delegates Required for a Quorum of a General Meeting

a) Minimum of one (1) delegate per each Junior Division (e.g. A, B, C, etc from each age group) compulsory attendance and eligible to vote
b) Minimum of two (2) delegates per each Senior Team compulsory attendance and eligible to vote
c) Minimum of two (2) Executive Members compulsory attendance and eligible to vote
d) Minimum of two (2) General Committee Members compulsory attendance and eligible to vote
e) Minimum of two (2) Affiliated Registered Umpires compulsory attendance and eligible to vote

Further attendees are welcome and **non-compulsory;** Affiliated Life Members, **extra**; Executive Committee Members, General Committee Members and Affiliated Registered Umpires who are eligible and entitled to vote.

Executive and General Committee Member **compulsory delegates cannot also vote** as Junior Division or Senior Team **compulsory delegates.** Each Voting Member is entitled to only one (1) vote per person.

23.3 Adjournment of Meetings

a) If within half an hour from the time appointed for the meeting a quorum is **not** present, the meeting shall be adjourned until the same day in the next week at the same time and venue or to a date, time or place determined by the Chair. No new notice required.
b) If at the **adjourned meeting** a quorum is **not** present within half an hour from the time appointed for the meeting, the meeting will **lapse**.
c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
d) The Chair may, with the consent of any meeting at which a **quorum is present**, shall, if so, directed by the meeting, adjourn the meeting to be completed at another time or place. At the adjourned meeting, no business shall be transacted other than the business on the original agenda left unfinished at the meeting from which the adjournment took place.
e) When a **quorum was present** and the meeting was adjourned with an agenda of unfinished business, it shall not be necessary to give further notice of the adjournment details or agenda as the agenda stands and the logistics have been decided and advised in person by the Chair.

23.4 Members Entitled to Vote

In all General and Special Meetings, the following Members shall have the right to vote:

- Executive Members
- Committee Members
- Financial Members who are 18 years and over
- Affiliated Registered Umpires
- Life Members

Each Voting Member is entitled to only one (1) vote per person.

23.5 Voting

a) A motion arising at a meeting shall be determined by a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chair or a Simple Majority of the Members.
b) Except as otherwise provided in this Constitution, all votes shall be given in person by attendance at the meeting.
c) Voting by Proxy is **not** permitted.
d) In the case of an equality of votes on a question, the Chairperson of the meeting may use a discretionary second, casting vote. The Chair may choose not to use a casting vote on the premise that if a majority cannot agree on a motion the issue should be forfeited. If the Chair does not exercise a casting vote the motion will be lost.

e) A Voting Member is not entitled to vote at any meeting unless all monies due and payable to Albury Indoor Netball Association have been paid prior to commencement of the meeting.

23.6 Where Poll Demanded

If a poll is duly demanded, it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs. The result of the poll shall be the resolution of the meeting.

23.7 Recording of Determinations

a) Unless a poll is demanded, the Chair's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands.
b) The declaration does not need to record the number of votes in favour of or against the resolution, just that the required Simple Majority or Special Resolution requirements have been met.
c) The result of the resolution must be recorded in the Association's record of minutes.

23.8 Postal or Electronic Voting

No motion shall be determined by a postal or electronic ballot unless determined by the Committee. If the Committee so determines, the postal or electronic ballot shall be conducted under procedures determined by the Committee from time to time.

23.9 Procedural Irregularities

No decision of the Association and the Committee Members shall be invalid merely because of a failure to give proper notice under this Constitution or the regulations or other irregularity in procedure required by this Constitution or the regulations unless a person suffers substantial prejudice as a result of that failure to give proper notice or irregularity in procedure.

The Association and Committee Members may confirm an earlier decision which may have been otherwise invalid because of a failure to give proper notice or other irregularity in procedure, and the decision shall be deemed to be valid from the time it was originally made.

24. GRIEVANCE PROCEDURE FOR DISPUTES

The grievance procedure set out in this clause applies to disputes arising under this Constitution between a Member and:

a) another Member; or
b) the Association.

It does not, however, apply to any appeal by a Member against a decision made in accordance with Discipline of a Member.

The Committee may prescribe additional grievance procedures in Regulations/By-laws.

Firstly, the parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may refer the dispute to:

c) any independent tribunal established by the SSO in accordance with the procedures determined by the SSO from time to time; or
d) a community justice centre for mediation under the Community Justice Centres Act 1983 (NSW).

If the dispute is not resolved, the Committee may take whatever steps it considers appropriate, in regard to the dispute, in the best interests of the Association and the Members concerned.

25. RECORDS AND ACCOUNTS

25.1 Records

The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings, including those of the Association and the Committee. It shall produce these as appropriate at each Committee or General Meeting.

25.2 Records Kept in Accordance with The Act

a) Proper accounting and other records of the Association including books, minutes, documents and securities shall be kept in accordance with the Act and shall be kept in the care and control of the Executive.

b) Subject to the Act, the Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records, accounts, books, securities or other relevant documents of the Association will be open for inspection by the Members.

c) The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

25.3 Committee to Submit Accounts

The Committee shall submit the Association's statements of account to the Members at the Annual General Meeting in accordance with this Constitution and the Act.

25.4 Accounts Conclusive

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

25.5 Accounts to be Available to Members

The Secretary shall ensure all persons entitled to receive notice of meetings under this Constitution, receive or have access to a copy of the statements of account, the Treasurer Report, any auditor's report and every other document required under the Act (if any).

25.6 Negotiable Instruments

All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Executive Members or in such other manner as the Committee determines.

26. AUDITOR

a) The Committee may recommend approval of a properly qualified and independent auditor, with a general motion to the Annual General Meeting. The auditor's duties shall be regulated in accordance with the current Associations Incorporation Act and generally accepted principles and/or any applicable code of conduct for auditors.
b) Following presentation of the Treasurer's Financial Report at the Annual General Meeting, if an auditor has been approved, the accounts of the Association shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of the Financial Year, 30 September, at least every two years.
c) Any minor clarifications and/or corrections will be made in consultation with the auditor before being lodged with NSW Fair Trading and will be noted in the Committee minutes for inclusion in the next General Meeting report.

27. INCOME

a) Income and property of the Association shall be derived from such sources and managed in such manner as the Committee determines from time to time subject always to the Act and this Constitution.
b) The income and property of the Association shall be applied solely towards the promotion of the Objects.
c) Except as prescribed in this Constitution or the Act:
    - no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
    - nothing shall prevent payment in good faith to any Member for:
        - any services actually rendered to the Association;
        - goods supplied to the Association in the ordinary and usual course of operation;
        - any out-of-pocket expenses incurred by a Member on behalf of the Association;

    provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and a receipt is provided upon all transactions.

28. WINDING UP

a) In the event of the Association winding up, all Life Members are to be invited to any meetings concerning this matter.

b) Subject to this Constitution, the Association may be wound up or cancelled in accordance with the Act.
c) The liability of the Members of the Association is limited.
d) Every Individual Member undertakes to contribute to the assets of the Association if it is wound up or cancelled while they are a Member, or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up or cancelling the registration of the Association, such an amount not exceeding one dollar ($1.00).

29. DISTRIBUTION OF PROPERTY ON WINDING UP

a) If upon winding up or cancellation of the Association, there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall **not** be paid to or distributed among the Members. The assets or property shall be divided equally between the following organisations:

- Albury Wodonga Health Children's Ward
- Albury Wodonga Regional Cancer Centre
- Butterfly Foundation
- Ronald McDonald House Wodonga Neo Natal Wards
- Women's Centre for Health & Wellbeing Albury Wodonga

b) If the above organisations no longer exist at the time of winding up, the assets or property shall be given or transferred to another organisation(s) that has objects similar to those of the Association.
c) Such organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by this Constitution.
d) Such organisation(s) will be decided by the Members in a General Meeting at or before the time of winding up or cancellation. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

30. ALTERATION OF CONSTITUTION

a) This Constitution shall not be altered except by Special Resolution at a General Meeting requiring seventy-five percent (75%) of the attending eligible voting Members in favour.
b) Changes to the Constitution must be registered with NSW Fair Trading within twenty-eight (28) days of the Special Resolution being passed, as required by the Act.

31. REGULATIONS

31.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the Association, the advancement of the Objects and the Sport in the Local Area. Such regulations must be consistent with this Constitution and any policy directives of the Committee.

31.2 Regulations Binding

All Regulations are binding on the Association and all Members.

31.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association (by whatever name) in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws or regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be regulations and shall continue to apply and be in operation.

31.4 Changes Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Committee from time to time. The Association shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.

32. STATUS AND COMPLIANCE OF ASSOCIATION

32.1 Recognition of Association

The Association is a Member of the SSO and is recognised by that body as the entity responsible for the delivery of the Sport in the Local area in accordance with the Objects but subject always to compliance with this Constitution and the constitution of the SSO.

32.2 Constitution of the Association

This Constitution will clearly reflect the Objects of the SSO and will conform to the constitution of the SSO, subject always to the Act.

33. STATE SPORTING ORGANISATION (SSO)

The Association may not resign, disaffiliate or otherwise seek to withdraw from its SSO without approval by Special Resolution.

34. INDEMNITY

a) Every Committee Member of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Committee Member in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
b) The Association shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission, except wilful misconduct in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Association.