



CONSTITUTION

GREAT FLINDERS NETBALL ASSOCIATION INCORPORATED

Last Amended October 2021

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1. NAME OF ASSOCIATION

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

2. DEFINITIONS AND INTERPRETATION

2.0 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1985 (SA)*.

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

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

“Association Committee” means the body consisting of the delegates, office bearers, appointed delegates and constituting the committee for the purposes of the Act.

Competition Sub-Committee Representative means the person appointed by a sub-committee to report to the Association Committee. I.e.: The Umpires committee

“Constitution” means this constitution of the Association.

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

“Disputes Sub-Committee” means the sub-committee appointed by the Association Committee under Clause 8 to manage minor and major offences.

“Elected Office Bearers” means persons appointed to the positions of Netball SA delegate, treasurer and recorder under clause 7.

“Executive” means the president, vice-president, secretary, assistant secretary, treasurer and recorder, to be elected at every Annual General Meeting.

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

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

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

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

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

“NA” means Netball Australia.

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

“Office Bearers” means persons nominated by Affiliate members (clubs) to hold executive positions on an agreed rotational basis.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Association Committee or a committee of the Association Committee, a resolution passed by a majority of those present, entitled to vote and voting.
- (c) Refer to clause 6.12

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

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

“Seal” means the common seal of the Association.

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

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

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

“Sport” means the sport of Netball.

“NSA” means Netball SA.

“Umpire Sub-Committee” means the sub-committee appointed by the Association Committee under Clause 8 to manage all areas of competition umpiring within the Association.

2.1 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;

- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.2 Resolutions

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

2.3 The Act

- (a) words and phrases which are defined in the Act and which are not specifically defined in clause 2.0 above have the same meanings in this Constitution as they do in the Act.
- (b) model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, promote, advance and administer the Sport throughout the Region;
- (b) arrange, conduct and regulate competitions in the Sport;
- (c) affiliate with Netball SA;
- (d) to abide by the official playing rules of Netball Australia and the interpretation thereof as determined by Netball SA
- (e) to ensure the suitable representation of the Association in Inter-Associations and carnival teams
- (f) to act for its members in all matters pertaining to netball and the control hereof.
- (g) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (h) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

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

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) affiliate members (clubs) (Clause 5.4), which subject to this constitution, shall be represented by two delegates , and which shall have the right to receive notice of general meetings and to be present, debate and vote on behalf of the club at general meetings
- (b) life members (Clause 5.5),
- (c) the office bearers (clause 7), who shall have the right to be present and to debate at general meetings, but have no right to vote. President has the right to a casting vote if a decision is tied.
- (d) such new categories of members as may be created by the Association Committee. Any new category of member created by the Association Committee cannot be granted voting rights without the approval of the association in general meeting.

5.2 Admission of Affiliate members (clubs):

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

5.3 Discretion to accept or reject application

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

5.4 Affiliate Members

- (a) A Club may apply to the Association Committee for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation as detailed in the Regulations.
- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association and Netball SA as the authorities for the Sport in South Australia and Netball Australia as the national authority for the Sport;
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Association Committee as and when requested by the Association Committee or required by the Regulations;
 - (iii) that two delegates will attend General Meetings;
 - (iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Association Committee on request by the Association Committee; and
 - (v) that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.
- (e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- (f) Each Affiliate Member must have constituent documents which:
 - (i) clearly reflect the Objects; and
 - (ii) conform with this Constitution the Regulations and the Constitution, and policies of Netball SA.

5.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia.
- (b) Any club may recommend a person for Life Membership by notice in writing to the Association Committee as detailed in the Regulations.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Association Committee or by subsequent delegates meetings until 31st of May of the current year.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

5.6 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association, Netball SA and Netball Australia with respect and courtesy at all times;

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

5.7 Register of Members

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

5.8 Effect of Membership

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

5.9 Cessation of Membership

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

(b) Notice of Resignation

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

(c) Expulsion for breach

- (i) Membership of the Association may be discontinued by the Association Committee upon breach of any clause of this constitution or the

regulations. This includes, but is not limited to, the failure to pay any monies owed to the association, and the failure to comply with the regulations or any resolutions or determinations made or passed by the Association Committee or any duly authorised committee

- (ii) Membership shall not be discontinued by the Association Committee under **clause 5.9(c)(i)** without the Association Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach
- (iii) A member may not be expelled under clause 5.9(c) unless the Member has been afforded natural justice.
- (iv) Where a member fails, in the Association Committee's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.9(c)**. The association shall give written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.9(c)** as soon as practicable.

(d) **Return of Property**

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

(e) **Membership may be Reinstated**

- (i) Nothing in this clause 5.9 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Association Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (ii) Membership which has ceased under this clause 5.9 may be reinstated at the discretion of the Association Committee without an application having been made under clause 5, with such conditions as it deems appropriate.

5.10 Discipline and Dispute Resolution

- (a) The Association Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 5.10(a) may:
 - (i) provide for one or more judiciary committees or tribunals including the Disputes Sub-Committee to hear and resolve cases falling under clause;5.10(a)
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest the Disputes Sub-committee or a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 5.10(a).

- (c) Despite any Regulation made under clause,5.10(a) the Association Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 5.10(a) must be conducted according to the rules of natural justice.
- (e) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.
 - (iii) officials ie umpires and scorers
 - (iv) parents and spectators
- (f) The parties to the dispute must operate according to the complaints procedure as outlined in the Regulations,
- (g) The Committee may prescribe additional grievance procedures in Regulations consistent with this clause 5.10.
- (h) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

5.11 Subscriptions and Fees

- (a) The Association Committee will:
 - (i) fix annual membership subscriptions; subject to Netball SA Affiliation fees
 - (ii) fix such other fees or levies as the Association Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Affiliate Members to the Association.
- (b) The Association Committee may waive all or part of an Affiliate Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Association Committee is satisfied that there are special reasons to do so.

6. MEETINGS OF AFFILIATE MEMBERS

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

- (b) Special General Meetings; of the Association are special meetings that are convened by Affiliate members (clubs) to discuss extraordinary issues.

6.2 Attendance at Meetings

- (a) Unless this Constitution expressly provides otherwise, delegates, elected delegates and office bearers are entitled to attend Annual & Special General Meetings but only Affiliate member (clubs) delegates are entitled to vote.
- (b) Each Affiliate Member, by notice to the Association, may appoint two persons to act as its delegates.
- (c) An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 6.2(b)
- (d) For all the purposes of this Constitution, an Affiliate Member represented at an Annual or Special General Meeting by a Delegate is to be taken to be present in person at the meeting.

6.3 Notice of Meetings

- (a) Notice of every Meeting must be given to every Affiliate Member by the means authorised in clause 10.5.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting within 5 days of meeting
 - (ii) any notice of motion received from Members entitled to vote within 5 days

6.4 Business of Meetings

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

6.5 Proceedings at Meetings

- (a) No business may be transacted at any Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 6.7(a)(ii) a quorum is to be 100 per cent of Affiliate members (clubs) plus at least two executive members.

6.6 Chairperson to Preside At Meetings

- (a) The President of the Association Committee will, subject to this Constitution, preside as chairperson at every Meeting except:

- (i) in relation to any election for which the president of the Association Committee is a nominee; or
 - (ii) where the chairperson of the Association Committee has a conflict of interest.
- (b) If the President and Vice-president of the Association Committee is not present or is unwilling or unable to preside, the Affiliate members (clubs) present must appoint another delegate to preside as chair for that meeting only.

6.7 Adjournment of Meeting at Meetings

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

6.8 Voting Procedure At Meetings

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

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

6.10 Recording Of Determinations At Meetings

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

6.12 Voting At Meetings

- (a) Members entitled to vote
 - (i) Each Affiliate Member (club) is entitled to one (1) vote at Meetings.

- (ii) The President shall have the casting vote only, but may refrain from exercising this right, in which case the Proposal is rejected but may be brought forward again at a subsequent Meeting.
- (iii) The Executive members shall not be entitled to a vote unless representing their Club as a Delegate.

6.13 Special General Meetings

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

7. MANAGEMENT

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

7.1 General powers of Association Committee

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

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

Composition of the Association Committee
The Association Committee will comprise:

- (a) Of Delegates consisting of two nominated from each affiliate member club, nominated by a under clause 7.7; and
- (b) Three (3) Elected Office Bearers appointed under clause 7.9, those being Netball SA delegate, recorder and treasurer and the executive consisting of president, vice president, secretary and assistant secretary.

7.3 The Association Committee may allocate portfolios to delegates or willing persons who may or may not be on a rotation roster, including two (2) Eyre Region delegates, two (2) Pedler Cup delegates, a 5CC reporter, a public officer and a wardrobe mistress.

7.4 Nominations for Elected Office Bearers

- (a) The Association Committee must call for nominations for Elected Office Bearers at least 14 days prior to the Annual General Meeting. Recorder, Treasurer and Netball SA delegate and the other roles are on rotation
- (b) The Association Committee may, when it calls for nominations, indicate which portfolios on the Association Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

7.5 Nominations must:

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

7.6 Elections

- (a) If the number of nominations received for the Association Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Association Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted.
- (c) Elections must be conducted by secret ballot.
- (d) If at the close of the Annual General Meeting, vacancies on the Association Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under clause 7.12.
- (e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under clause 7.7(a), she or he will not be entitled to take office until approved by the members at an Annual General Meeting.

7.7 Term of Appointment

- (a) Office Bearers elected under **clause 7.7** shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of delegates and office bearers, elected office bearers shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Half of the office bearers shall retire in each odd year and half shall retire in each even year on a rotation basis between clubs as agreed on by the Association Committee.
- (c) The sequence of retirements under clause 7.8(b) to ensure rotational terms shall be determined by the Association Committee. If the Association Committee cannot agree it will be determined by lot.
- (d) If the law requires the delegate or office bearer to have a particular qualification or clearance (for example, police clearance), the delegate or office bearer's term will not begin until the qualification or clearance has been established.

7.8 Appointment of “Appointed” Office Bearers

- (a) The delegates may appoint up to three (3) Appointed Office Bearers to the positions of Netball SA delegate, Recorder and Treasurer.

7.9 Casual Vacancies

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

7.10 Grounds For Termination Of Delegate or Office Bearer

7.11 The office of a Delegate or Office Bearer becomes vacant if the Delegate or Office Bearer :

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns her or his office by notice in writing to the Association;
- (f) is absent without the consent of the Association Committee from meetings of the Association Committee held during a period of six (6) months;
- (g) holds any office of employment with the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) in the case of an elected officer, office bearer or delegate is removed from office by the committee;
- (j) is removed by the Members in General Meeting; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

- (l) If a delegate or office bearer is removed by resolution of the Members, the delegate or office bearer cannot be reappointed to the Association Committee as a delegate or office bearer without a further resolution of Members authorising the appointment.
- 7.12 If there are any vacancies on the Association Committee, the remaining delegates may act but, if the number of remaining delegates is not sufficient to constitute a quorum at a meeting of the Association Committee, they may act only for the purpose of increasing the number of delegates to a number sufficient to constitute a quorum.
- 7.13 **Association Committee to Meet**
- (a) The Association Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Association Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any delegate or office bearer may at any time convene a meeting of the Association Committee on reasonable notice to the other delegates and office bearers.
- 7.14 **Decisions of Association Committee**
- 7.15 Subject to this Constitution, questions arising at any meeting of the Association Committee may be decided by Ordinary Resolution. Each affiliated member (club) has one (1) vote on any question. The chair may exercise a casting vote if or when required.
- 7.16 **Circulatory Resolutions**
- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the delegates or executive for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the association committee duly convened and held. Any such resolution may consist of several documents in like form each signed or assented by one (1) or more of the delegates.
- (b) A resolution may not be passed under clause 7.21(a) if, before it is circulated for voting under clause 7.21(a) the Association Committee resolves that it can only be put at a meeting of the Association Committee.
- (c) A resolution passed under this clause must be recorded in the minutes.
- (d) Refer to Regulations for detail of the process
- 7.17 At meetings of the Association Committee the number of voting delegates whose presence is required to constitute a quorum is all delegates. This is two delegates from each club and two from the executive committee.
- 7.18 The Elected President of the Association will act as chairperson of any Association Committee meeting or General Meeting at which he or she is present and unless the Association Committee decides otherwise is the nominal head of the Association. If the chairperson is not present, or is unwilling or unable to preside at a Association Committee

meeting the remaining delegates must appoint another delegate to preside as chair for that meeting only.

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

7.20 Delegations

- (a) The Association Committee may, in writing, and subject to this constitution establish additional subcommittees and delegate to each of them the exercise of the functions of the Association Committee that are specified in the instrument of delegation, other than:
 - (b) this power of delegation; and
 - (c) a function that is a function imposed on the Association Committee by the Act, by any other law, or by resolution of the Association in General Meeting.

7.21 Seal

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Association Committee.
- (c) The Seal shall be kept in the custody of the Secretary and shall be used only by the President of the Association when authorised by the Delegates, and every Deed, Instrument or Document upon which the Seal is used shall be signed by the President and countersigned by the Secretary. The Secretary shall have a record of all such Deeds, Instruments or Documents to which the Seal shall have been affixed.
- (d) The Public Officer of the Association shall be elected at the Annual General Meeting.

8. SUB-COMMITTEES

8.1 Responsibility

8.2 The Association Committee has responsibility for the following matters which will be managed through Association Committee approved sub-committees:

- (a) Umpiring management,
- (b) Conflicts and Complaints,

8.3 Composition of the Sub-Committees:

Each Sub-Committee appointed by the Association Committee has the opportunity to have representation from:

- (a) Affiliate Members,
- (b) Representative teams,
- (c) Coaches,
- (d) Umpires

- (e) The Regulations will detail the current composition and appointments of the Sub-Committees which will be approved yearly by the Association Committee, and detailed in the regulations.

8.4 Nominations to a Sub-Committee:

- (a) Each year the Association Committee will determine the Sub-committees required for that year.
- (b) The Association Committee will seek nominations to the Sub-Committees from Affiliate Members, and these nominations may or may not be on a rotational basis.
- (c) Affiliate members (clubs) will submit nominations at the Annual General Meeting.
- (d) The Association Committee will approve the nominations and record them

8.5 Chairperson of each Sub-Committee

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

8.6 The Umpires Association Committee has responsibility for the following umpire matters which will be managed through this Association Committee approved sub-committee:

- (a) Umpiring management,
- (b) Umpire Conflicts and Complaints,
- (c) Umpire Grading and Pathway Management
- (d) Management of Umpires for Competition, Carnivals and Finals
- (e) The Association Committee approved Disputes Sub-Committee meeting schedule will be determined by the Association Committee each year and updated in the regulations.

8.7 Disputes Sub- Committees

- a) The meeting of the Disputes Sub-Committee may be convened at any time as per the grievance procedures in the regulations.
- b) All discussion, correspondence and actions are to be documented, and a report filed in a Complaints file within association records. This to be kept with the Secretary.
- c) Nominated Disputes Committee members can be called upon to make up a Disputes panel, as long as they do not have a conflict of interest.
- d) The persons in dispute attending the meeting will present a statement which will be filed with each report.

8.8 Quorum

At meetings of the Umpires Association Sub-Committees the number of delegates required to constitute a quorum is two delegates per club.

8.9 Decisions of Affiliate Members

- (a) Subject to this Constitution, questions arising at any meeting of the Competition Sub-Committees may be decided by Ordinary Resolution. Each club represented by Association Committee Delegates attending the meeting has one (1) vote only.

- (b) The President shall have the casting vote only, but may refrain from exercising this right, in which case the Proposal is rejected but may be brought forward again at a subsequent meeting.

8.10 Authority

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

- (a) All Sub-Committee delegates must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Member has an interest.
- (b) All Sub-Committee delegates must act in the best interests of the Association whilst balancing their individual Clubs interests.
- (c) The Association Committee may, from time to time, employ mediator and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Association Committee determines.

9. RECORDS AND ACCOUNTS

9.1 Accounts

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

9.2 Application of Income

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

No portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

- (c) Payment in good faith of or to any member can be made for:
 - (i) any services actually rendered to the association whether as an employee, office bearer or otherwise
 - (ii) goods supplied to the association in the ordinary and usual course of operation

- (iii) interest on money borrowed from any member
- (iv) any out-of-pocket expenses incurred by the member on behalf of the association

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

10. ADMINISTRATION

10.1 Winding Up

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

10.2 Distribution of Assets on Winding Up

If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.

Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

10.3 Constitution

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

10.4 Regulations

- (a) The Association Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:
 - (i) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
 - (ii) the conduct of meetings;
 - (iii) the resolution of disputes;
 - (iv) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
 - (v) any other matter in respect of which this Constitution authorises the Association Committee to make Regulations or which the Association Committee considers is necessary or appropriate for the good governance of the Association and its affairs.

- (b) The Regulations must be consistent with the Constitution, Netball SA constitution and any regulations made by Netball SA.
- (c) All Regulations are binding on the Association and all Members.
- (d) Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

10.5 Notice

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

10.6 Patrons and Vice Patrons

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

10.7 Indemnity

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

10.8 Transitional Provisions

(a) Continuing Membership

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

(b) Delegates and office bearers

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

(c) Regulations deemed applicable

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

10.9 Colours Of The Association

The colours of The Association are maroon and white. The predominant colour is maroon.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
06/08/2019	Entire Constitution		28/10/2019
18/10/2021	Entire Constitution		AGM 18/10/2021