



Hub Netball Club Constitution

Official Rules of Hub Netball Club Incorporated

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HUB NETBALL CLUB CONSTITUTION

(approved 11 April 2022 superseding all previous versions)

1. REGISTERED NAME

1.1. Name of Club

The name of the club shall be HUB NETBALL CLUB, hereafter referred to as the Club.

1.2. Location

The registered address of the club shall be determined by the current serving President.

1.3. Motif

The motif shall be A LARGE LETTER 'H' ON A NETBALL BACKGROUND.

1.4. Alternative names

The Board may adopt alternative competition names to suit sponsorship arrangements.

1.5. Colours of The Club

The colours of the Club are Royal Blue, Apple Green and White

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting means a meeting held once a year and of the kind described in **clause 7**.

Board means the body consisting of all committee members, who are effectively the general committee and who are entrusted to manage the affairs of the Club.

Chairperson means the Club President

Constitution means the rules and constitution of the Hub Netball Club Incorporated as comprised in this document.

Elected Executive Committee Member means an Executive Committee member appointed under **clause 8**.

Executive Committee Member means a member of the Executive Committee and includes Elected Committee Members and Appointed Executive Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution. It is limited to the President, Vice President, Treasurer & Secretary

Financial year means a period of 12 months commencing on 1 March and ending on 28 February (29 February each leap year) each year.

General Meeting means any general meeting of Members other than the Annual General Meeting or Special General Meeting.

Individual Member means a registered, financial member of the club who is at least 18 years of age.

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 Club or any activity of or conducted, promoted or administered by the Club in the region.

Junior Member means a registered member of the club who is younger than 18 years of age.

Local Area means the geographical area for which the Club is responsible and as recognised by the Club.

Life Member means an Individual Member appointed as a life member of the Club under **clause 5.3**.

Meeting means either an Annual General Meeting, Special General Meeting or General Meeting

Member means a member for the time being of the Club under **clause** Error! Reference source not found..

NSO means Netball Australia.

Objects means the objects of the Club in **clause 3**.

Regulations means any regulations made by the Board under **clause 10.4**.

RSO means the regional sporting association that conducts and manages competitions in the Sport.

Seal means the common seal of the Club.

Special General Meeting means a meeting (other than a General Meeting or Annual General Meeting) to discuss extraordinary issues.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Netball.

SSO means South Australian Netball Association Inc, trading as Netball SA, or any successor organisation.

2.2. **Interpretation**

In this Constitution:

2.2.1. a reference to a function includes a reference to a power, authority and duty;

2.2.2. 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;

- 2.2.3. words importing the singular include the plural and vice versa;
- 2.2.4. words importing any gender include other genders;
- 2.2.5. references to persons include corporations and bodies politic;
- 2.2.6. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- 2.2.7. 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);
- 2.2.8. 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 mail; and
- 2.2.9. any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

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.

2.4. **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. Model rules under the Act are expressly displaced by this Constitution.

3. **OBJECTS OF THE CLUB**

3.1. **The Statement**

To facilitate the development and promotion of netball, to positively influence it's place in the community, and to enhance and strengthen management structures to meet the needs of the Club.

3.2. **The Objectives**

The Objects of the Club are, within the Local Area and South Australia generally (where applicable), to:

- 3.2.1. develop the skills and understanding of the game of netball by building a Club sport where fitness, fun and discipline flourish and where sportsmanship is generated.
- 3.2.2. develop the skills and understanding of the game of netball by all facets of the Club, so that all members show pride in themselves and their club.

- 3.2.3. affiliate with an incorporated netball association (such as Southern United Netball Association).
- 3.2.4. conduct, encourage, promote, advance and administer the Sport;
- 3.2.5. act, at all times, on behalf of and in the interest of the Members and the Sport;
- 3.2.6. affiliate and otherwise liaise with the RSO and SSO (and NSO where applicable) and comply with the constitutions, regulations and rules of these bodies to further these Objects;
- 3.2.7. adopt and implement such policies as may be developed by the SSO or the NSO, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- 3.2.8. abide by, promulgate, enforce and secure uniformity in the application of the rules of the Sport;
- 3.2.9. advance the operations and activities of the Club;
- 3.2.10. maintain and enhance the reputation of the Club and the Sport and the standards of play and behaviour of participants in the Sport;
- 3.2.11. promote at all times mutual trust and confidence between the Club, the RSO, the SSO, the NSO and the Members in pursuit of these Objects;
- 3.2.12. promote the economic and community service success, strength and stability of the Club, the Members and the Sport;
- 3.2.13. use and protect the Intellectual Property appropriately;
- 3.2.14. pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
- 3.2.15. have regard to the public interest in the operations of the Club;
- 3.2.16. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- 3.2.17. do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
- 3.2.18. promote the health and safety of Members and all other participants in the Sport.

4. MEMBERSHIP

4.1. Categories of Members

Members shall be persons who have agreed to accept the above objectives, paid the prescribed membership fees, and who consist of the following three classifications:

4.1.1. Playing Members

4.1.1.1. Senior players registered in the club's teams for that season

4.1.1.2. Junior players registered in the Club's teams for that season where voting rights of the junior member can only be exercised by the parent or guardian, or and adult chosen to do so by the junior member. Refer By-Laws Section 2 Playing Members;

4.1.2. **Registered Members**

Being Persons appointed by the club's Board as a team official, team coach, umpire, or delegate to act in an official capacity for the club, or parents/guardians/ supporters of the club in their own right. Refer By-Laws Section 3;

4.1.3. **Honorary Members**

Are those persons whose long standing and/or meritorious service to the club is recognised through ten years continuous service as a player or official, and who meet the club's objectives and statements, and show sportsmanship in proper conduct. Refer By-Laws Section 4 – Honorary members, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;

4.1.4. **New Categories of Members**

Such new categories of Members as may be created by the Board. Any new category of Member created by the Board cannot be granted voting rights without the approval of the Club in a Meeting.

4.2. **Discretion to Accept or Reject Application**

4.2.1. The Club may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 4**. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.

4.2.2. Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Secretary shall amend the register accordingly as soon as practicable.

4.2.3. Where the Club rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

4.3. **Renewal**

Members (other than Life Members) must renew their membership in accordance with the procedures set down by the Club or in the Regulations from time to time.

4.4. **Deemed Membership**

4.4.1. All Members which or who are, prior to the operation of this Constitution, Members of the Club, shall be deemed Members from the time of the operation of this Constitution.

4.4.2. Members shall provide the Club with such details as are reasonably required by the Club under this Constitution within one month of the operation of this Constitution.

- 4.4.3. Any Members of the Club, prior to the operation of this Constitution, who are not deemed Members under **clause 4.1.1** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

4.5. **Register**

A register of names of the officers of the club shall be kept by the club Secretary as well as all members who are registered and entitle to nominate/participate in the management of the club.

- 4.5.1. All members who are registered with the club are entitled to nominate and participate in the management of the Club.
- 4.5.2. The Club's rules and regulations shall be binding upon every member.
- 4.5.3. Members are deemed to be financial if they have paid their fees in the six (6) months prior to the AGM or General meeting
- 4.5.4. New season members shall be deemed current members if subscription fees are paid within the first 4 weeks of the season
- 4.5.5. Should any member resign or forfeit membership that person will be held liable of all arrears or subscriptions, and that person will not be permitted to rejoin the club until all outstanding fees are paid, or a code of conduct signed. Refer By-law Appendix
- 4.5.6. The Board, with no less than two-thirds majority vote, has the right to suspend or expel a member for breaches of the club objectives, statement, and code of conduct or any such behaviour that may bring the club into disrepute.
- 4.5.6.1. Any suspended member may, on not less than 2 weeks written notice, require the suspension to be reconsidered at one subsequent Special General Meeting or AGM
- 4.5.6.2. The Club shall not be required to accept the renewal of membership of a suspended member when renewal next falls due for the subsequent season.
- 4.5.7. Subject to the Act, confidentiality considerations and privacy laws:
- 4.5.7.1. the Club must keep and maintain a register of Members, which shall contain, at least;
- 4.5.7.1.1.the full name, address, category of membership and date of entry to membership of each Member and Director; and
- 4.5.7.1.2.where applicable, the date of termination of membership of each previous Member.
- 4.5.7.2. the Register may contain such other information as the Board considers appropriate;
- 4.5.7.3. Members must provide the Club with the details required by the Club to keep the register complete and up to date; and

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

4.5.7.5. An extract of the register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

4.6. **Obligations of Members**

Each Member must:

4.6.1. treat all staff, contractors and representatives of the Club, the RSO, the SSO, the NSO and all those involved with the Sport with respect, decency and courtesy at all times;

4.6.2. maintain and enhance the standards, quality and reputation of the Club, the RSO, the SSO, the NSO and the Sport;

4.6.3. not act in a manner:

4.6.4. unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the RSO, the SSO, the NSO or the Sport; or

4.6.5. that is likely to bring the Club, the RSO, the SSO, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Club, the RSO, the SSO, the NSO or the Sport and its maintenance and development; and

4.6.6. recognise the Club as the authority for the Sport in the local area and the RSO as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally;

4.6.7. adopt and implement such policies as may be developed by the Club;

4.6.8. have regard to the Objects in any way pertaining to the Sport;

4.7. **Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objectives, in such manner as the Board considers appropriate.

4.8. **Effect of Membership**

Members acknowledge and agree that:

4.8.1. this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations and policies of the Club (as well as the constitutions, regulations and policies of the RSO, the SSO and the NSO, where applicable);

4.8.2. they shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Board or other entity with delegated authority on behalf of the Club;

4.8.3. by submitting to this Constitution and the Regulations and policies of the Club, they are subject to the jurisdiction of the Club, the RSO, the SSO and the NSO (where applicable);

4.8.4. the Constitution and the Regulations and policies of the Club are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region and South Australia; and

4.8.5. they are entitled to all benefits, advantages, privileges and services of being a Member of the Club.

4.9. **Forfeiture of Rights**

4.9.1. A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.

4.9.2. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

4.10. **Subscriptions and Fees**

4.10.1. The Board may:

4.10.1.1. fix annual membership subscriptions;

4.10.1.2. fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Club; and

4.10.1.3. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

4.10.2. The Board may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.

4.10.3. The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.

4.10.4. On admission to membership, a new Member must pay the current season's subscription unless the Board agrees to accept payment in instalments.

4.10.5. The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

5. **FINANCE**

5.1. All Club finances shall be determined & executed by the Board

5.2. The Club will be financed by membership from playing members, registered members and sponsorship, all of which shall be determined by the Board in

accordance with the Club's budget forecast, and ratified by members at the AGM or General Meeting.

5.3. The Club may raise further finances through sponsorship and/or fundraising as determined by the Committee

5.4. The financial year shall be from March 1, until February 28 (29 each leap year).

6. MANAGEMENT OF THE CLUB

6.1. The management of the club is vested in a committee consisting of a maximum of fifteen (15) members, and shall include:
President, Vice President, Club Secretary, and Treasurer plus a maximum of eleven (11) Board members.

6.2. The Office Bearers of the Club (Executive Committee Members) shall include:
President, Vice President, Club Secretary, and Treasurer, who shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Board members, or failing such election shall be chosen by the Board from its members at a Board meeting held within 2 weeks following the Annual General Meeting.

6.3. All officers of the Club shall adhere to the Club rules.

6.4. Board at all times shall be accountable to the members of the club in the exercise and discharge of its powers and duties. The Board shall carry out any directions relating to the powers and duties that may be given by its members at either an AGM or General Meeting

6.5. The Board shall meet as often as required to conduct the business of the Club and not less than 10 times each calendar year

6.6. The quorum shall be six Board members, including at least three (3) Executive Committee Members

6.7. The President or two other members of the Board shall have the power to call a meeting of the Board

6.8. Notice of meeting shall be given at the previous Board meeting or by 7 days notice to all Board members or in an emergency by such other notice as shall be ratified by the Board

6.9. An Executive Committee Member of the Board shall cease to hold office upon:

6.9.1. Resignation in writing

6.9.2. Suspension as a member of the Club

6.9.3. Absence for three successive Board meetings without explanation acceptable to the Board, unless they have sought a leave of absence, to a maximum of two (2) months.

6.9.4. Majority vote of the Club at a Special General Meeting or AGM that the position will be declared vacant because the duties of the position have not been performed in a proper and acceptable manner PROVIDED notice of motion to declare the position vacant has been given to the members, and that the person the subject of the motion shall be provided with an opportunity to speak to the motion.

- 6.10. Vacancies unfilled or arising in the Executive Committee or other Board members may be filled by the Board by co-opting members for the unexpired remainder of the term.
- 6.11. The Board may function validly notwithstanding by vacancies as long as its numbers is not reduced below the quorum. Six (6) members of the Board shall constitute quorum.
- 6.12. The Board may appoint Sub-Committees as necessary to facilitate the management of the Club on particular aspects of issues. Sub-Committees shall report their activities at each subsequent Board meeting.
- 6.13. The Board's Executive Committee (President, Vice President, Club Secretary & Treasurer), will attend to all matters or decisions between meeting and provide representative duties as required, but all decisions or actions will be ratified by the Board.
- 6.14. The Board may appoint other positions/roles to ensure the efficient running of the club. These roles are not necessarily part of the Board but may be undertaken by any Board or Club member.

These positions may include the following:

- Uniform Co-ordinator
 - Coaches Coordinator
 - Umpire Coordinator
 - Equipment Coordinator
 - Team Managers
- 6.15. Board members must not vote on any decision in which they or a close associate have financial interest and must not use their position to obtain any financial or other advantage for themselves or for a chosen associate.
 - 6.16. The Board will allocate the number and nature of functions for the efficient running of the Club.
 - 6.17. The Board has the power to submit amendments to the Club's Constitution and By-Laws at AGM or General Meeting, as well as entering amendments which have been submitted by registered members, under AGM rules.

7. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- 7.1.1. raise money and create funds for any purpose within the objectives of the club, which may be by subscription, levy or any other means as determined by the Management Committee.
- 7.1.2. manage, pay expenses and keep accurate records of the conduct of the Club's finances, as necessary to meet the Club's objectives.
- 7.1.3. authorise payment of out-of-pocket expenses for people engaged in Club business

- 7.1.4. purchase, hire or otherwise acquire any facilities or equipment necessary to achieve the objectives of the Club
- 7.1.5. employ, pay and dismiss servants as may be required to achieve objectives of the Club and to define the duties of such servants as it sees fit.
- 7.1.6. become affiliated to other bodies or Associations whose objectives are similar to the Club, and if thought fit to withdraw or retire from said body or Association.
- 7.1.7. obtain raffle permits and other licences as may be considered of benefit to the Club.
- 7.1.8. acquire, hold, deal with, and dispose of, any real or personal property;
- 7.1.9. administer any property on trust;
- 7.1.10. open and operate ADI accounts;
- 7.1.11. invest its moneys —
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
- 7.1.12. borrow money upon such terms and conditions as the Club thinks fit;
- 7.1.13. give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- 7.1.14. appoint agents to transact any business of the Club on its behalf; and
- 7.1.15. enter into any other contract it considers necessary or desirable.

8. PUBLIC OFFICER

- 8.1. For the purposes of incorporation, the Board will appoint the Club's Public Officer.
- 8.2. The Public Officer, shall within fourteen (14) days of appointment, notify the Corporate Affairs Commission of such appointment, and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is appointed to the position by the Board.
- 8.3. The Public Officer Shall possess a common seal:
 - 8.3.1. Upon which the Clubs corporate name shall appear in legible characters.
 - 8.3.2. The seal shall not be used without the express authorisation of the Management Committee, and every use of the seal shall be recorded in the minute book of the Club.
 - 8.3.3. The Public Officer shall ensure the safekeeping of the Common seal, which shall be affixed only by resolution of the board or of a Special General Meeting, and in the presence of the President and Secretary or two Board members plus at least on office bearer.

9. FUNCTIONS OF CLUB OFFICERS

9.1. Main functions of the Club's Executive Members

9.1.1. PRESIDENT

- 9.1.1.1. President is responsible to the club members for ensuring the management and performance of the Club is consistent with the Club Statement and objectives and mirrors the spirit and intentions of the membership as expressed.
- 9.1.1.2. President is to preside as chairperson at all Executive Committee or General Meetings held in the Club's name unless, except that in the absence of the President, at the request of the President, or of a two-thirds majority of the meeting, another member may be elected as chairperson for the meeting.
- 9.1.1.3. The President at any meeting shall have a personal deliberative vote, and shall have in addition a casting vote if votes are equal.
- 9.1.1.4. The President shall act as spokesperson unless an alternative spokesperson has been appointed by the Board. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) other Executive Members, or one (1) other Executive Members and three other Board members.
- 9.1.1.5. The President together with the Secretary shall prepare the agenda for committee and General Meetings, as well as preparation and presentation of reports of Club's performance to the AGM.
- 9.1.1.6. The President with the Board shall call dates and times for meetings and the AGM.
- 9.1.1.7. Any other activity that assists in the day to day functions of the club or as instructed and delegated by the Board.

9.1.2. VICE PRESIDENT

- 9.1.2.1. The Vice President shall provide support for the President, while acting in accordance with the statement and objectives of the Club.
- 9.1.2.2. The Vice President shall help develop and seek new initiatives for the Club.
- 9.1.2.3. The Vice President, in the absence of the President, shall exercise the relevant functions, duties and powers of the President's position.
- 9.1.2.4. Any other activity that assists in the day to day functions of the club or as instructed and delegated by the Committee

9.1.3. SECRETARY

- 9.1.3.1. The Secretary is the records and communications focus of the Club and shall be the contact point for the clubs coaches and umpires, for any

information from SUNA regarding game changes, forfeits, grading, umpires, etc.

9.1.3.2. All minutes, correspondence and reports are to be adequately kept and as necessary made available to any members of the Management Committee.

9.1.3.3. The Secretary shall ensure that records are kept of the Club, including the constitution and policies, records of members and their finances, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Club.

9.1.3.4. The Secretary shall prepare and deliver newsletters and notices to all Club members.

9.1.3.5. In the absence of the Secretary, or at the request of the Secretary or of a majority of the meeting, another member shall be appointed minutes Secretary.

9.1.3.6. The Secretary shall keep the records of games and players

9.1.4. TREASURER

9.1.4.1. Preferred payment shall be as electronic funds transfer (EFT) with all payments to be approved and ratified by the Executive Committee

9.1.4.2. Payments can be made by petty cash or by cheque signed by two (2) authorised signatories of whom there shall be 2 out of 3, of either the President, Treasurer or Secretary.

9.1.4.3. Major or unusual expenditures shall be authorised in advance by the Board or a General meeting

9.1.4.4. The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Board meeting.

9.1.4.5. The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the last minor round of each season, unless altered at a General Meeting

9.1.4.6. The Treasurer shall ensure that the annual financial statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the committee, provided that where the auditor is changed the Treasurer shall so inform the AGM in the Treasurer's report. The Club will have their financial statements independently audited only when required to by the Act. When an audit is not required, we will have the statements appropriately reviewed.

9.1.4.7. The Treasurer shall prepare budgets and plans for the season's fundraising.

10. FUNCTION OF COMMITTEE APPOINTED CLUB POSITIONS/ROLES

10.1. UNIFORM COORDINATOR

- 10.1.1. The Uniform Coordinator shall address and maintain all club uniform requirements including design, availability and pricing.

10.2. COACHES COORDINATOR

- 10.2.1. The Coaches Coordinator will assist in the recruitment and placement of all club team coaches.
- 10.2.2. The Coaches Coordinator will be responsible for the training and accreditation of all coaches.
- 10.2.3. The Coaches Coordinator will be responsible for ensuring all club coaches have appropriate Police Clearances as required by the Association Polices.
- 10.2.4. The Coaches Coordinator will provide the Board with a regular report so the Board can monitor and provide assistance where necessary in the recruitment and training of club coaches.
- 10.2.5. The Coaches Coordinator will coordinate the grading of teams in preparation for each new season

10.3. UMPIRE COORDINATOR

- 10.3.1. The Umpires Coordinator will be responsible for the recruitment and placement of club umpires to meet club demands.
- 10.3.2. The Umpires Coordinator will be responsible for the replacement of club umpires where vacancies exist.
- 10.3.3. The Umpires Coordinator will provide the Board with a regular report so the Board can monitor and provide assistance where necessary in the recruitment and training of club umpires

10.4. EQUIPMENT COORDINATOR

- 10.4.1. The Equipment Coordinator shall keep a record of all equipment and medical supplies/kits given to each team, and advise the Board when and what type of replacement equipment is necessary

10.5. TEAM MANAGERS

- 10.5.1. Each senior and junior team will have a club appointed Team Manager to assist in game day functions of the team.
- 10.5.2. The Team Managers will be responsible for the following (but not limited to) activities:
 - 10.5.2.1. Collection of Club Fees
 - 10.5.2.2. Collection of Team game tickets

- 10.5.2.3. Arranging scorers
- 10.5.2.4. Arranging Team player voting (as instructed by the coach)
- 10.5.2.5. Arranging Timekeepers
- 10.5.2.6. To assist in the co-ordination of fill-ins for teams and for movement of players between teams to cover vacancies
- 10.5.2.7. Newsletter and Notice distribution
- 10.5.2.8. Fundraising coordination, if necessary
- 10.5.2.9. Arranging participation in other State competitions, if required
- 10.5.2.10. Any other activity to assist the coach in the running of the team

11. TROPHIES

The Club will present trophies to registered and financial players of the season at end-of-season Presentation, but the actual number & title shall be determined by the Committee.

12. GENERAL MEETINGS

12.1. Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- 12.1.1. General Meetings - which may be held on a regular basis;
- 12.1.2. Annual General Meeting - which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board; and
- 12.1.3. Special General Meeting – which are special meetings that are convened to discuss extraordinary issues.

12.2. Attendance

Unless this Constitution expressly provides otherwise, Members (including the Board) and the auditor are entitled to attend Meetings but only Members are entitled to vote at Meetings.

12.3. Business

- 12.3.1. The business of the Annual General Meeting shall be:-
 - 12.3.1.1. To confirm the minutes of the preceding Annual General Meeting.
 - 12.3.1.2. To receive the President's report for the previous year.
 - 12.3.1.3. To receive the Treasurer's report and the reviewed financial statements for the previous financial year, together with the financial budget for the current financial year.

- 12.3.1.4. To elect or re-elect the Board members who must consent in person or in writing.
- 12.3.1.5. To conduct any business placed on the agenda before the commencement of the meeting.
- 12.3.2. The business of the General Meeting shall be:-
 - 12.3.2.1. To confirm the minutes of the preceding General Meeting.
 - 12.3.2.2. To receive the president's report for the previous season.
 - 12.3.2.3. To receive the Treasurer's update and to consider any alterations to the financial budget for the current financial year.
 - 12.3.2.4. To conduct any business placed on the agenda before the commencement of the meeting.
- 12.3.3. The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Executive (and those of any auditors if applicable), the election of Board Members and any amendments to this Constitution.

12.4. **Notice**

- 12.4.1. Members entitled to vote may submit notices of motion for inclusion as special business at a Meeting. All notices of motion must be submitted in writing to the President not less than seven (7) days prior to the Meeting.
- 12.4.2. A Special General Meeting shall be called by the Secretary within (28) days of receipt of a directive of the Board or a written request of (3) Board members, or (6) members specifying the business to be conducted at the meeting.
- 12.4.3. The Annual General Meeting shall be held at least once in each calendar year, while a General meeting will be held at the end of each season.
- 12.4.4. Written notice of not more than (28) days and not less than (7) days of all shall be distributed to all members of the Club.
- 12.4.5. 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.

12.5. **Quorum**

- 12.5.1. A quorum at any General Meeting shall be ten (10) members or two-thirds of the members whichever is the less.
- 12.5.2. No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business.

12.6. **Adjournment**

- 12.6.1. If at any meeting there is no quorum within 30 minutes of the time appointed for the meeting, then a majority of the members present may decide to adjourn the meeting

for a period not exceeding (14) days, or form a new meeting with those members present. The quorum for such a meeting shall be reduced to (6), failing which the meeting will lapse altogether.

12.6.2. 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.

12.6.3. 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.

12.6.4. Except as provided in **clause 12.6.2** it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

12.7. **Recording of Determinations**

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

13. **VOTING**

13.1. At any Meeting voting shall be by show of hands except where:

13.1.1. Any contested election at a General Meeting or otherwise shall be by secret ballot.

13.1.2. The meeting, by show of hands, requires any other vote to be by secret ballot.

13.2. Persons with special interests or knowledge relevant to the club, may be invited to attend any meeting and to speak to the discretion of the President, but such persons may not vote.

13.3. Members shall be entitled to one vote at any at which they are present.

14. **ADMINISTRATION**

14.1. **Winding Up**

The Association may be wound up in a manner provided for in the Act.

14.2. **Amendment of Constitution & Rules**

14.2.1. This constitution may be repealed or amended by resolution of 75% of members present and voting at a Special or Annual General Meeting of which not less than (7) days written notice including notice of the proposed repeal or amendment has been distributed to all members.

14.2.2. Rules for the proper administration of meeting & business may be made, repealed or amended by a Annual General Meeting, or by a committee meeting subject to subsequent disallowance at a Annual General Meeting, provided that not less than (7) days written notice, including notice of the proposed new rule, repeal or amendment, has been distributed to all members.

- 14.2.3. Board has the power to submit amendments to the Club's Constitution and By-Laws at AGM or General Meeting.
- 14.2.4. Registered members can submit amendments to the Club, by the Management Committee, under AGM rules.

14.3. **Property and Dissolution**

- 14.3.1. The income, property and funds of the Club shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of objects of the club and without undue preference.
- 14.3.2. The Club shall not be dissolved except by approval of not less than 75% of all Club Members, present and voting at a Special General Meeting called for the sole purpose of such intent, where not less than one calendar month's written notice including of the proposed dissolution has been distributed to all members
- 14.3.3. At a Special General Meeting called for this purpose a two-thirds majority of persons present and eligible to vote will determine:
 - 14.3.3.1. Who should administer funds and assets in the interim.
 - 14.3.3.2. How such funds and assets will be dispersed in the event of the Club winding up completely.
- 14.3.4. On dissolution, all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Club, provided that:
 - 14.3.4.1. Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.
 - 14.3.4.2. If the Club shall have approved pursuant to sect.7b of the income tax assessment act then such other body shall also be approved.

14.4. **Regulations**

14.4.1. **Committee to Formulate Regulations**

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- 14.4.1.1. the conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- 14.4.1.2. the conduct of meetings;
- 14.4.1.3. the resolution of disputes;
- 14.4.1.4. discipline of Members for breaches of this Constitution or the Regulations;

- 14.4.1.5. any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, the RSO and SSO constitution and any regulations made by the RSO and SSO.

14.4.2. **Amendment of Regulations**

- 14.4.2.1. The By-Laws of Hub Netball Club may be amended, altered, repealed or replaced by the Board.
- 14.4.2.2. The notice of the proposed alteration shall be given to Board Members by the Secretary with a minimum of seven (7) days' notice. Such notice shall be given in writing and shall specifically state that it is a notice of motion to alter the By-Laws either by amending, repealing or adding a new provision. All Board Members must support a motion for it to be passed.
- 14.4.2.3. Any alteration to the By-Laws or Appendices will become effective when passed and must be promulgated to all Members and ratified at the next general meeting.'

14.4.3. **Regulations Deemed Applicable**

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

14.4.4. **Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Executive Officer. The matters in the bulletins are binding on all Members.

14.5. **Patrons and Vice Patrons**

At a General Meeting, the Club, on the recommendation of the Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

14.6. **Indemnity**

- 14.6.1. The Directors of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Director in defending any proceedings, whether civil or criminal.
- 14.6.2. The Club shall indemnify its Directors against all damages and losses (including legal costs) for which any such Director may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

14.7. **Authority to Trade**

The Club is authorised to trade in accordance with the Act.

14.8. **Transitional Provisions**

14.8.1. **Continuing Membership**

Each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.//

14.8.2. **Directors**

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

14.8.3. **Regulations deemed applicable**

All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption 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.

14.9. **Deemed Board**

The Members of the administrative or governing body (by whatever name it is called) of the Club 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, and thereafter the positions of Board shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

14.10. **Portfolios**

The Board may allocate portfolios to Executive Committee Members including President, Vice President, Treasurer and Secretary and others deemed require

14.11. **Nominations for Elected Committee Members**

14.11.1. The Board must call for nominations for Elected Board Members at least twenty one days (21) days prior to the Annual General Meeting.

14.11.2. The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

14.12. **Form of Nominations**

Nominations must:

14.12.1. be in writing;

14.12.2. be in the prescribed form (if any) provided for that purpose;

- 14.12.3. be signed by the nominee;
- 14.12.4. disclose any position the nominee holds in the Club, including as an officer, a participant, a Delegate or an employee; and
- 14.12.5. be delivered to the Club not less than twenty-eight (28) days before the date fixed for the Annual General Meeting.

14.13. Elections

- 14.13.1. If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- 14.13.2. If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- 14.13.3. Voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.
- 14.13.4. If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant position(s) will be deemed casual vacancies under clause 8.13.
- 14.13.5. If a person nominated at the Annual General Meeting is not approved by the majority of Members under clause 15.5(a), they will not be entitled to take office until approved by the Members at an Annual General Meeting.

14.14. Term of Appointment for Executive Committee Members

- 14.14.1. Executive Committee Members elected under **clause 6** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Executive Committee members, Elected Executive Committee members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.
- 14.14.2. At least half of the Elected Executive Committee members shall retire in each odd year and the balance of the Elected Executives shall retire in each even year until, after two (2) years the original elected Directors have all retired.
- 14.14.3. The sequence of retirements under **clause 14.14.2**, which is designed to ensure rotational and staggered terms, shall be determined by the Board.
- 14.14.4. Following the adoption of this Constitution, no person who has served as an Elected Executive Committee member or Appointed Executive for a period of ten (10) years shall be eligible for election as an Elected Executive until the next Annual General Meeting following the date of conclusion of their last term as an Elected Committee member.
- 14.14.5. If the law requires the Elected Executive Committee member to have a particular qualification or clearance (for example, police clearance), the Elected Executive Committee member's term will not begin until the qualification or clearance has been established.

14.15. **Appointment of Appointed Directors**

The Elected Executive members may appoint up to two (2) Appointed Executive, at their sole discretion.

14.16. **Qualifications for Appointed Directors**

In appointing Appointed Executives, the Elected Executives should have regard to which personal and professional skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Elected Executives believe will complement the Board composition.

14.17. **Term of Appointment**

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

14.18. **Casual Vacancies**

Subject to **clause 14.13** any casual vacancy occurring in the position of Executive may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

14.19. **Duties of Executives**

In accordance with Division 3A of the Act, Executives must:

- 14.19.1. not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Club, Members or creditors of the Club or creditors of any other person or for any fraudulent purpose;
- 14.19.2. not make improper use of information acquired by virtue of their position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Club;
- 14.19.3. not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Club; and
- 14.19.4. at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

14.20. **Grounds for Termination of an Executive**

14.20.1. The office of an Executive becomes vacant if the Executive:

- 14.20.1.1. dies;
- 14.20.1.2. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- 14.20.1.3. suffers from mental or physical incapacity;
- 14.20.1.4. cannot obtain or retain office under section 30 of the Act;
- 14.20.1.5. holds any office of employment with the Club;

- 14.20.1.6. is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest (and which amounts to a conflict of interest);
- 14.20.1.7. in the case of an Appointed Executive, is removed from office by the Elected Executives;
- 14.20.1.8. is removed by the Members in General Meeting; or
- 14.20.1.9. would otherwise be prohibited from being an Executive of a corporation under the Corporations Act 2001 (Cth).

14.20.2. If a Executive is removed by resolution of the Members, the Executive cannot be reappointed to the Board as an Appointed Executive without a further resolution of Members authorising the appointment.

14.21. **Board May Act**

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

14.22. **Circulatory Resolutions**

- 14.22.1. A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Executives for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Executives duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Executives.
- 14.22.2. A resolution may not be passed under clause 14.22.1 if, before it is circulated for voting under clause 14.22.1 the Board resolves that it can only be put at a meeting of the Board.
- 14.22.3. A resolution passed under this clause must be recorded in the minute book.

14.23. **Resolutions not in Meeting**

- 14.23.1. Without limiting the power of the Board to regulate its meetings as it thinks fit, and subject to **clause 12.5**, a meeting of the Board may be held where one or more of the Executives is not physically present at the meeting, provided that:
 - 14.23.1.1. all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - 14.23.1.2. notice of the meeting is given to all the Executives entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Executives are not required to be present in person;
 - 14.23.1.3. if a failure in communications prevents **clause 14.23.1.1** from being satisfied by the number of Executives which constitutes a quorum (**clause 12.5**), and none of such Executives are present at the place

where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause **14.23.1.1** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned; and

- 14.23.1.4. any meeting held where one or more of the Executives is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided an Executive is there in person. If no Executive is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

14.24. Conflict of Interest

- 14.24.1. The Executive Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a has an interest.
- 14.24.2. An Executive Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Executive Committee Member casts a vote, the vote shall not be counted.
- 14.24.3. In the event of any uncertainty as to whether it is necessary for an Executive Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

15. RECORDS AND ACCOUNTS

15.1. Accounts to be Kept and Distributed

- 15.1.1. The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club.
- 15.1.2. The Executives will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting, as the Act and associated regulations (Associations Incorporation Regulations 2008) may require.
- 15.1.3. The Club must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Club, as the Act and associated regulations (Associations Incorporation Regulations 2008) may require.

15.2. Transaction Accounts

- 15.2.1. No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

- 15.2.2. All Elected Executive Committee members will be required to be a signatory on the Club's bank account and only for the duration of their term as an Elected Executive Committee Member

16. DISCIPLINE AND DISPUTE RESOLUTION

16.1. Regulations

16.1.1. The Board may make Regulations governing the hearing and determination of internal disputes, protests or complaints made by or against Members or participants or the Club or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Club against Members or participants or the Club (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute).

16.1.2. A Regulation made under this **clause 16.1** may:

16.1.2.1. provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 16.1**;

16.1.2.2. prescribe penalties for breaches of this Constitution or the Regulations or policies of the Club;

16.1.2.3. invest a judiciary committee or tribunal with power to impose penalties; and

16.1.2.4. otherwise prescribe the procedures for dealing with cases falling under this **clause 16.1**.

16.1.3. Despite any Regulation made under this **clause 16.1**, and unless otherwise specified, the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.

16.2. Natural Justice and Procedural Fairness

All proceedings relating to matters falling under **clause 16.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

16.3. Process

16.3.1. The dispute resolution procedure set out in this clause applies to disputes between a Member and:

16.3.1.1. another Member; or

16.3.1.2. the Club.

16.3.2. Any disputes between Members and other Clubs or the RSO or the SSO are to be dealt with by the RSO, the SSO or NSO, where applicable.

16.3.3. In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.

- 16.3.4. 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.
- 16.3.5. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Association or the State Sport Dispute Centre (if applicable to the Club) to resolve the dispute in accordance with **clause 16.1**.
- 16.3.6. The Board may prescribe additional grievance procedures in Regulations under **clause 16.1**.