

BLACKBURN SOUTH NETBALL CLUB CONSTITUTION

1 NAME

The name of the incorporated Club is **BLACKBURN SOUTH NETBALL CLUB INCORPORATED** (herein after called 'the Club').

2 OBJECTIVES

The objectives of the Club are:

- a) To encourage and promote the sport of netball and strive for a club culture that enables participants to have fun while supporting players at all levels to be the best they can be.
- b) To invest, borrow and deal with club funds in the best interests of all members.
- c) To indemnify so far as the law may allow any member, officer or employee of the Club in respect of any action taken or likely to be taken or liability incurred directly or indirectly as a result of any action performed as a member, officer or employee of the Club.

3 MEMBERSHIP

Membership of the Club is open to all financial registered players (refer clause 4), the elected Club Committee, Coaches, Assistant Coaches, Team Managers and Umpires. Senior members shall be deemed to be those who have reached the age of 16 years, Junior members those who are younger than 16 years.

A member of the Club may resign their membership by giving notice in writing to the Secretary of his or her intention to resign. The Secretary must record in the register of members the date on which the member ceased to be a member.

4 FINANCIAL REGISTERED PLAYERS

A person is considered a financial registered player when they have:

- a) Paid their netball insurance and club registration fees in full for the current netball season; or
- b) Made payments as required to date in line with an agreed payment arrangement.

5 REGISTER OF MEMBERS

- a) The Secretary must keep and maintain a register of members containing the name and contact details of each member.

- b) The register is available for inspection free of charge by any member upon request and in accordance with Privacy Laws.
- c) A Committee member may make a copy of entries in the register for use in club-related activities.

6 COMMITTEE

6.1 STRUCTURE

The Club Committee (hereinafter referred to as 'the Committee') shall consist of:

- a) At least three (3) and no more than nine (9) elected directors;
- b) Be comprised of the three (3) Office Bearer positions of President, Secretary and Treasury, hereafter referred to as the Executive Committee; and up to 6 operating member positions, hereafter referred to as the Operating Committee;
- c) The position of Secretary will also fulfill the role of Public Officer in line with the Associations Incorporations Act.

6.2 ELECTION OF THE COMMITTEE

- a) A member is eligible to be elected or appointed as a committee member if;
 - i. They are 18 years of age or over; or
 - ii. They are entitled to vote at a General Meeting.
- b) All directors (except as provided elsewhere herein) shall be elected by the members at the Annual General Meeting.
- c) Each Executive Committee Office Bearer position shall hold office until the second Annual General Meeting following the declaration of their election (ie. for a two (2) year term).
- d) Executive Committee office bearers may serve consecutive terms on the Executive Committee if re-elected under clause b).
- e) Each Operating Committee elected director shall hold office until the next Annual General Meeting (ie. for a term of one year), and may serve consecutive terms in the Operating Committee if re-elected under clause b).
- f) The Operating Committee roles shall be appointed as deemed appropriate by the Executive Committee to perform functions that are important to the running of the Club at the AGM or as soon as is practicable after the Annual General

Meeting. Examples of such roles are but not limited to; Registration Officer, Players Convenor, Coaches Convener, Umpires Convener or Wellbeing Officer.

- g) Non-Committee positions such as Uniform Officer, Website Content Manager, Social Media Content Manager, Fundraising Co-Ordinator, Event Co-Ordinator, Child Safety Officer & Uniform Officer may assist the Executive & Operating Committee in these roles, without the requirement to attend regular Committee meetings.
- h) The Committee shall fill within 28 days of advice thereof, any casual vacancies which occur between Annual General Meetings, unless such vacancy occurs later than 60 days prior to such a meeting, when the Committee may opt not to fill the vacancy.
- i) Nominations for Executive Committee Office Bearer and Operating Committee director positions shall be made in writing and lodged with the Secretary not less than seven days prior to the Annual General Meeting.
- j) If the nominations received are equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- k) If insufficient nominations are received in accordance with sub-clause (h) above, further nominations may be called from the floor of the meeting.
- l) If the nominations received for any positions exceed the number of vacancies available, a secret ballot will be held, and a simple majority of members present shall be sufficient to determine the election.

If by the close of the Annual General Meeting, after repeat attempts to call for nominations from the floor, not all Executive Committee office bearer positions are filled, a 'Caretaker Committee' will be formed (refer Formation of a Caretaker Committee).

7 MEETINGS

7.1 ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Club shall be held after 30th June each year.
- b) Notice in writing shall be given at least a Calendar month prior to the meeting.
- c) Service of such notice shall be deemed to be effected by emailing the member's last known email address.
- d) All members (as defined in Clause 3), except for Junior members, shall be entitled to attend. Parents or guardians may attend on behalf of Junior members.

- e) Accurate minutes must be prepared, kept and made accessible to members.
- f) Quorum: Seven (7) members present (being members entitled under these Rules to vote at a General meeting) constitute a quorum for the conduct of business of a general meeting.

7.2 VOTING

- a) All Members (as defined in Clause 3) shall have one vote each. Junior member votes shall be cast by a parent or guardian, with a maximum of one vote for all junior members in a given family.
- b) The President, or in their absence, a member of the Committee, shall preside as Chairperson.
- c) Proxies: Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is being appointed.
- d) All voting shall be determined by a show of hands or secret ballot and is considered passed by a result of a simple majority.
- e) A secret ballot may be requested by any senior member and shall be determined by a vote of the meeting as to whether it should proceed. A motion may be moved at any meeting by a Senior member and shall be determined by the appropriate method of voting.
- f) In the event of voting being equal, the Chairperson shall have a casting vote in addition to any deliberative vote as a member.

7.3 BUSINESS OF THE ANNUAL GENERAL MEETING

Shall be to:

- a) Confirm the minutes of the last preceding Annual General Meeting;
- b) Receive from the Committee reports upon transactions of the Club during the preceding year ended 30th June;
- c) Declare vacant and elect Office Bearers and Committee members of the Club;
- d) Transact any other business, affecting the interests and welfare of the Club (including the making, amendment, or rescission of any Rules or By-Laws) of which the required notice in writing shall have been given.

7.4 FORMATION OF A CARETAKER COMMITTEE

- a) In the event that not all Office Bearer positions in the Executive Committee are filled at the AGM, a Caretaker Committee shall be formed for a period of up to 90 days with the purpose of addressing the Office Bearer vacancy(s) and matters, as appropriate under the Associations Incorporation Act, resulting from a decision to wind up the club.
- b) The Caretaker Committee will be comprised the newly elected Executive Committee Office Bearers and Operating Committee directors, together with the outgoing Executive Committee Office Bearer(s) for which new representatives have not been elected. Outgoing Operating Committee directors that were holding a position that is vacant after the AGM can elect to participate in the Caretaker Committee.
- c) If a previous Executive Committee Office Bearer is changing Office Bearer roles (eg. from Secretary to President), then the Office Bearer is to remain in their previous Executive Committee Office Bearer role for the duration of the Caretaker Committee's existence.
- d) The Caretaker Committee will act to address matters as they arise to ensure continuing operation of the Club and will refrain from initiating new business.
- e) The Caretaker Committee will call a Special General Meeting to be held 21 days after the AGM. The purpose of the meeting is to:
 - i. Elect directors to the vacant Executive Committee Office Bearer positions. No appointments may be made prior to this Special General Meeting (SGM). Nominations must be received by the Secretary 3 days prior to the SGM;
 - ii. If nominations received are equal to or less than the number of vacancies available to be filled, the persons nominated shall be deemed to be elected;
 - iii. If insufficient nominations are received in accordance with sub-clause (d) above, further nominations may be called from the floor of the meeting;
 - iv. If the nominations received for any positions exceed the number of vacancies available, a secret ballot will be held, and a simple majority of members present shall be sufficient to determine the election;
 - v. If not all Executive Committee Office Bearer positions are filled after repeat calls to the floor for nominations, consider the prospect of folding the Club and set a Special General Meeting date to be held within 21 days for this purpose.

7.5 SPECIAL GENERAL MEETINGS

- a) A Special General Meeting of the Club may be called by the Secretary:
 - i. At the discretion of themselves and the President;
 - ii. Following resolution of the Committee; or
 - iii. Within 21 days of a requisition signed by any five members, stating the business to be discussed.
- b) A meeting called in accordance with sub-clause 7.5 a) iii) above, shall lapse unless four of the five members signing the requisition are present.
- c) The provisions of sub-clause 7.1 as to notice, attendance, voting, quorum and chairing shall apply equally to Special General Meetings, provided that, if a meeting, due notice being given, shall be called within 21 days, and such meeting shall be entitled to proceed despite the lack of a quorum if the number of signatories specified in sub-clause b) are present.
- d) If a Special Resolution is to be passed, the special resolution is passed if: at the general meeting, not less than three quarters of the members of the Club voting at the meeting (in person or by proxy) vote in favour of the resolution.
- e) Accurate minutes must be prepared, kept and made accessible to the members.

7.6 EXECUTIVE COMMITTEE MEETINGS

- a) The Executive Committee shall meet as required.
- b) The quorum for meetings of the Executive Committee shall be the three (3) elected Office Bearers or other director(s) when an Office Bearer position(s) is temporarily vacant.
- c) The President, or in his or her absence, a member of the Committee, shall preside as Chairperson.
- d) All issues shall be decided by a show of hands and passed by 100% being in favour.
- e) Accurate minutes must be prepared and kept. The minutes shall be made available to members outside of the Executive Committee on application in writing to the Executive Committee.
- f) The Executive Committee shall have the power to co-opt any person or persons to advise or act with it in relation to any matters relating to the functions of the Club.

7.7 COMMITTEE MEETINGS

- a) The Committee, comprising of the Executive Committee and the Operating Committee, shall meet a minimum of four (4) times per year.
- b) The quorum for meetings of the Committee shall be five (5) elected directors.
- c) The President, or in their absence, a member of the Committee, shall preside as Chairperson.
- d) All issues shall be decided by a show of hands and passed by a simple majority. In the event of votes being equal, the Chairperson shall have a second or casting vote.
- e) Accurate minutes must be prepared and kept. The minutes shall be made available to members outside of the Committee at the discretion of the Executive Committee on application in writing to the Executive Committee.
- f) The Committee shall have the power to co-opt any person or persons to advise or act with it in relation to any matters relating to the functions of the Club.

8 EXTRAORDINARY VACANCIES

Any of the following acts or events shall cause an extraordinary vacancy in the position of a Committee member:

- a) Death, physical or mental incapacity;
- b) Resignation in writing;
- c) Absence, without good and sufficient reason, from three consecutive meetings of the Committee;
- d) Insolvency under administration within the meaning of relevant legislation.

An extraordinary vacancy shall be filled pro-tem for the remainder of the term by vote of the Committee.

9 FINANCE

- a) All monies received shall be deposited in the Club's bank account, located at such bank as the Committee shall from time to time determine.
- b) The financial year of the Club shall commence on the first day of July and cease of the thirtieth day of June in each year.

- c) All financial transactions made on behalf of the club shall be signed by two of the three Office Bearers authorised by the Committee.
- d) Any member of the Committee shall have power on behalf of the Club, without special authority, to expend a sum not exceeding twenty-five dollars for the immediate expenses of the Club, provided that any such expenditure shall be submitted for ratification by the next meeting of the Committee.
- e) Funds shall be derived from membership fees or such other sources as the Committee determines.

10 INSPECTION OF BOOKS

All accounts and books pertaining to the Club shall be available for inspection by members.

11 CUSTODY OF BOOKS

Except as otherwise provided herein, all books, documents and securities of the Club shall be kept in the custody or under control of the Secretary.

12 AMENDMENTS TO STATEMENT OF PURPOSES, CONSTITUTION OR BY LAWS

- a) Any member wishing to propose a motion for amendment to the Constitution or the By-Laws must notify the Club Secretary, in writing, twenty-one days prior to an Annual General, Special General Meeting or Committee meeting (as appropriate).
- b) Amendment of the Constitution and Statement of Purposes shall not be altered except by Special Resolution at an Annual or Special General Meeting and shall require 75% of votes to be cast in favour of the amendment.
- c) Amendment of the By-Laws shall be altered at Committee Meetings, or as part of broader alterations to the Constitution and Statement of Purposes at an Annual or Special General Meeting, and require 75% of votes to be cast in favour of the amendment.

13 COMMON SEAL

The Club does not wish to have a common seal.

14 WINDING UP

Except as provided under the Associations Incorporation Reform Act 2012, the Club shall not be wound up without the consent of 75% of entitled members who vote in person or by proxy at a Special General Meeting called for this purpose. Any assets remaining after satisfaction of all debts and liabilities shall be donated to some other Club, institution or body having similar aims to the objects of the Club. The identity of the benefiting body shall be determined default thereof, by reference to the appropriate arbitrator under the Act.

15 RIGHT OF APPEAL

In the event of an unsuccessful appeal against a Committee decision, the appellant may refer the matter to a Special General Meeting for review, subject to satisfying the requirements of clause 7.5 relating to the calling of a Special General Meeting.

16 OTHER MATTERS

The Committee may, in the interests of the Club, resolve any matters or disputes not specifically covered by the Constitution or By-Laws, subject to the rights of appeal specified in clause 15 above.

17 BY-LAWS

No By-Laws were set for inclusion in this document.

18 FINES, SUSPENSIONS OR EXPULSIONS

- a) Subject to the policies of the Club and the Netball Victoria Guidelines and Policies, if the Committee is of the opinion that a member has refused or neglected to comply with these policies and guidelines, or is guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee may, by resolution:
 - i. Fine that member an amount not exceeding \$500; or
 - ii. Suspend that member from the membership of the Club for a specified period; or
 - iii. Expel that member from the Club.
- b) A resolution of the Committee under sub-rule (a) does not take effect unless:

- i. At a meeting held in accordance with sub-rule (c), the Committee confirms that the resolution;
 - ii. If the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- c) A meeting of the Committee to confirm or revoke a resolution passed under sub-rule (a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (a).
- d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, as soon as practicable, give the member a written notice:
 - i. Setting out the resolution of the Committee and the grounds on which it based;
 - ii. Stating that the member, or their representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to the member;
 - iii. Stating the date, place and time of that meeting;
 - iv. Informing the member that they may do one or both of the following attend the meeting:
 - 1. Attend the meeting;
 - 2. Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
 - v. Informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in a general meeting against the resolution.
- e) At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule (a), the Committee must:
 - i. Give the member, or his or representative, an opportunity to be heard;
 - ii. Give due consideration to any written statement submitted by the member;
 - iii. Determine by resolution whether to confirm or to revoke the resolution.
- f) If at a meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a

notice to the effect that he or she wishes to appeal to the Club in a Special General Meeting against the resolution.

- g) If the Secretary receives a notice under sub-rule (f), he or she must notify the Committee and the Committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- h) At a general meeting of the Club convened under sub-rule (g):
 - i. No business other than the resolution in question may be conducted;
 - ii. The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - iii. The member, or their representative, must be given an opportunity to be heard;
 - iv. The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- i) A resolution is confirmed if, at a general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

19 DISPUTES AND MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - i. A member and another member; or
 - ii. A member and the Club.
- b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- c) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.
- e) The mediator must be:

- i. A person chosen by agreement between the parties; or
- ii. In the absence of agreement:
 - 1. In the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
 - 2. In the case of a dispute between a member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victorian (Department of Justice).
- a) A member of the Club can be a mediator.
- b) The mediator cannot be a member who is a party to the dispute.
- c) The parties to the dispute must, in good faith and attempt to settle the dispute by mediation.
- d) The mediator, in conducting the mediation, must:
 - i. Give the parties to the mediation process every opportunity to be heard;
 - ii. Allow due consideration by all the parties of any written statement submitted by any party;
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- e) The mediator must not determine the dispute.

If the mediation does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

Dated this _____ day of _____ 2024

_____ President

_____ Secretary