

STATEMENT OF PURPOSES & RULES OF INCORPORATION

BOROONDARA NETBALL ASSOCIATION INCORPORATED (Registration No. AOO33297P)

STATEMENT OF PURPOSES *As at January 2007*

1. NAME

The Name of the Incorporated Association is the Boroondara Netball Association Incorporated ("the Association").

2. PURPOSES OF ASSOCIATION

The purposes for which the Association is established to:

- (a) encourage and promote Netball in the City of Boroondara and surrounding areas.
- (b) promote the Australian national game of Netball.
- (c) organise the conduct of day competition, making rules and regulations and establish procedures for the orderly conduct and good management of the Competition. Such powers shall include making of rules in respect to registration of players and Club officials, admission and removal of members from the Competition, discipline of members, players and officials, recognition of achievement of members, players and officials and settlement of disputes in relation to all matters over which the Association has power.
- (d) appoint Committee of Management to represent and act on behalf of its Members in accordance with these Rules and good management practices.
- (e) provide for the promotion, encouragement and administration of the sport of Netball.
- (f) encourage participation and enjoyment in the Sport of Netball as a means of improving health, fitness and the quality of life.
- (g) encourage improvement in the standard of Netball and Sportsmanship generally and endeavour to ensure a high standard of netball is maintained.
- (h) develop a sense of sportsmanship and a high degree of proficiency in our netball competitions, adopting and complying with the rules of the sport of Netball.
- (i) encourage and promote the health and safety of competitors-enhancing drug free competition.
- (j) promote and hold, either alone or jointly, with any other Association, club or person - netball competitions, championships, exhibitions, meetings and other activities of the Association generally.
- (k) invest and deal with moneys of the Association not immediately required.

RULES of the BOROONDARA NETBALL ASSOCIATION INCORPORATED

(Registration No. AOO33297P)

As at January 2007

1. NAME

The name of the incorporated association is the Boroondara Netball Association Inc. (called "the Association").

2. DEFINITIONS AND INTERPRETATIONS

2.1 **Definitions** in these Rules and in the Statement of Purposes, unless the contrary intention appears:

"**Appeals Tribunal**" as per composition in clauses 5.6 (b).

"**Club**" includes individual teams, not associated with a club.

"**Committee**" means the Committee of Management of the Association

"**Committee of Management**" means the elected Executive Officers and Ordinary Committee members.

"**Delegate**" means one nominated person from each Club.

"**Disciplinary Committee**" as per composition in clause 5.2 (ii).

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“**Executive Officers of the Association**” known as Executive means President, Secretary, Treasurer

“**Financial year**” means the year ending on 31st December.

“**General meeting**” means a meeting of members convened in accordance with rule 11.

“**Member**” means a member of the Association.

“**Ordinary member of the committee**” means a member of the committee who is not an Officer under rule 21.1.

“**Regulations**” means regulations under the Act.

“**Relevant documents**” has the same meaning as in the Act.

“**Rules**” means these Rules of the Association and includes the Statement of Purposes.

“**Special Resolution**” means a resolution passed by at least three-quarters of the Members present and entitled to vote at a Special General Meeting called for that purpose of which 28 days notice has been given, or such other majority or procedure as is required under the Act from time to time.

“**The Act**” means the *Associations Incorporation Act 1981*(Vic).

“**Voting Delegate**” means one nominated person from each Team who represents the Team in any voting matters (ie: one vote per team).

2.2 Interpretation

In these Rules, a reference to the Secretary of an Association is a reference to that person, and in any other case, to the public officer of the Association.

3. ALTERATION OF THE RULES

3.1 These Rules and Statement of Purposes of the Association must not be altered except in accordance with the Act.

Alterations shall be –

- (i) submitted in writing to the Secretary at least 28 days prior to the Annual General Meeting of the Committee or 28 days prior to a Special General Meeting of the Association.
- (ii) forwarded to the member clubs at least 21 days prior to the meeting as in sub-clause (i)
- (iii) accepted from the President and Secretary.
- (iv) accepted by the Committee.
- (v) passed by a special resolution ie: a seventy five percent majority of eligible voters vote to this effect.
- (vi) received from a Delegate at a meeting, in the course of which an emergency extra ordinary meeting has been declared by the Executive, and dealt with as in sub-clause (v) above.

4. MEMBERSHIP OF ASSOCIATION

4.1 Membership, fees and subscriptions

- (i) A Club who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules
- (ii) If the Committee approves an application for membership, the Secretary must, as soon as practicable notify the Club of the approval for membership.
- (iii) The annual team fees for Clubs will be determined at the Annual Meeting for each playing season. All persons paying Netball Victoria registration and Association fees are automatic “Members” of the Association.

4.2 Registrar of members

- (i) The Secretary must keep and maintain a register of Club Members containing the –
 - (a) name and address of each member
 - (b) date on which each members name was entered in the register
 - (c) date of birth of all junior members
- (ii) The register is available for inspection free of charge by any member upon request.

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4.3 Ceasing Membership

- (i) A member club of the Association who has paid all moneys due and payable by a club to the Association may resign from the Association by giving 14 days notice in writing to the Secretary of their intention.
- (ii) The Secretary must record in the register of members the date on which the club ceased to be a member.

5. DISCIPLINE, SUSPENSION OR EXPULSION OF MEMBERS

5.1 Breach of discipline by a member

Subject to these Rules, if the Committee of Management is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association or has brought the Association into disrepute, the Committee may by resolution:

- (i) suspend that member from membership of the Association for a specified period; or
- (ii) expel that member from the Association.

5.2 Report of disciplinary matter

- (i) any member, Committee of Management, official or other interested person (hereas known as "complainant") may give written notice of a complaint relating to the conduct or otherwise of a member to the Secretary.
- (ii) The Secretary will convene a Disciplinary Committee composed of three (3) members who will be representatives from:
 - (a) the Executive Committee of the Association
 - (b) the Netball Region Committee
 - (c) Netball Victoria
 - (d) the community or a local sporting group

5.3 Determination of Disciplinary Committee

- (i) The disciplinary committee shall as soon as practicable after receiving a notice investigate and consider the matter, and shall within 14 days of receiving such notice determine whether:
 - (a) the matter should be dismissed, because in its determination there has been no relevant breach of discipline or
 - (b) there are reasonable grounds to believe there may have been a breach of Rule 5.1 and accordingly the matter warrants review and determination in accordance with the principles of natural justice.
- (ii) If the Disciplinary Committee determines the complaint should be dismissed, it shall as soon as practicable give written notice of such to the member.
- (iii) If the Disciplinary Committee determines the matter warrants further review, it shall as soon as practicable give written notice of such to the member:
 - 1) setting out the grounds on which there may have been a breach of Rules
 - 2) stating the member (who must be present), personally or by its Delegate or by its adult representative may address the Disciplinary Committee at a hearing to be held not earlier than 14 and not later than 28 days after service of the notice.
 - 3) stating the date, place and time of that hearing.
 - 4) informing the Member that the Member may do one or both of the following-
 - (a) attend or participate in that hearing and make submissions personally and with its delegate or representative or
 - (b) give the Association before the date of that hearing a written statement setting out relevant information surrounding the complaint and if appropriate seeking dismissal of the complaint.

5.4 Meeting of Disciplinary Committee

At a meeting of Disciplinary Committee, the committee shall:

- (a) give the member and the complainant every opportunity to be heard
- (b) give due consideration to any written statement submitted by the Member and the complainant,
- (c) allow the member and the complainant to have an adult representative, which representative shall not be legally trained or qualified and

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- (d) by resolution determine whether to dismiss or uphold the complaint and may,
- (e) request and or require the complainant or any other witness to attend the meeting and or provide (wherever possible in writing) such evidence as is available.

5.5 Disciplinary Committee Resolution

The Disciplinary Committee, having had regard to any submission or evidence of the Member and the complainant, may by resolution:

- (a) expel a Member from the Association.
- (b) suspend a Member from membership of the Association for a specified period.
- (c) reprimand a Member or
- (d) otherwise impose such penalty or arrive at such other resolution as considered appropriate.

5.6 Effect of Resolution

- i. If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule will take effect until and unless the Committee revokes the determination in accordance with this Rule.
- ii. The Secretary will convene an Appeals Tribunal consisting of three (3) members from the following:
 - Representative from Netball Victoria
 - Representative from Region
 - Representative from Community

5.7 Notice of Appeal to Appeals Tribunal

Where the Association receives a notice (not later than 7 days after the meeting) indicating the Member wishes to appeal to the Appeals Tribunal then a meeting shall be convened in accordance with these rules to be held within 28 days of the date on which the Association received such notice.

5.8 Proceedings of Appeals Tribunal

- (a) At a meeting the Disciplinary Committee may place before the Appeals Tribunal details of the grounds for the resolution and the reasons for the passing of the resolution.
- (b) The Member (who must be present), personally, or by their delegate or through their adult representative (not being legally trained or qualified) shall be given every opportunity to be heard (personally or in written submission) and
- (c) the Members present of the Appeals Tribunal following consideration shall decide whether the resolution should be confirmed or revoked.

5.9 Decision of Appeals Tribunal

- (i) The Tribunal shall either:
 - (a) pass a resolution confirming the resolution of the Disciplinary Committee or
 - (b) pass a resolution confirming the resolution of the Disciplinary Committee be revoked immediately.
- (iii) Decisions of the Appeals Tribunal will be binding upon the Association and the Member.

5.10 Suspension in Exceptional Circumstances

In addition to the rights of suspension and expulsion under these rules, the Executive may in its discretion suspend a Member from the Association in exceptional circumstances pending determination of a Resolution under this Rule. For the purposes of this Rule "exceptional circumstances" (i.e. any deliberate action that results in serious injury) means circumstances in which, after reasonable enquiry, it is considered that the Association or any of the Members may suffer damage or detriment as a result of the actions or inactions by the member who is being considered for suspension under this Rule. If a suspension is imposed under this Rule, the Secretary shall notify the Member concerned of the suspension in writing and send a copy of such notification to the Committee. There is no right of appeal of a suspension made under this Rule.

- 5.11 No Committee Member or Delegate which can be party to any protest, charge or dispute - if the decision to be reached is likely to effect the result of any match played - may vote upon the questions arising in connection with such protest, charge or dispute at the meeting of the Board dealing with same issue.

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6. ANNUAL GENERAL MEETINGS

- 6.1 The Committee may determine the date, time and place of the Annual General Meeting of the Association but not later than five months from the end of the financial year.
- 6.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 6.3 The ordinary business of the annual general meeting shall be
- (iv) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting ; and
 - (v) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year; and
 - (vi) to elect officers of the Association committee; and
 - (vii) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 6.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

7. SPECIAL GENERAL MEETINGS

- 7.1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 7.2 All general meetings other than the annual general meeting are special general meetings.
- 7.3 The Executive may, whenever it thinks fit, convene a special general meeting of the Association.
- 7.4 The Executive must, on the request in writing of 5 member Clubs convene a Special Meeting of the Association.
- 7.5 The request for a special general meeting must state the objects of the meeting ; and be signed by the members requesting the meeting ; and be sent to the address of the Secretary.
- 7.6 If the Executive does not call a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

8. SPECIAL BUSINESS

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

9. NOTICE OF GENERAL MEETINGS

- 9.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member Club of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 9.2 Notice may be sent -
- (a) by prepaid post to the address appearing in the register of Clubs; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- 9.3 In the course of an emergency, The President may instruct the Secretary to convene a special general meeting which shall be carried out by the Secretary advising by telephone either the President, Secretary or Delegates of each member Club of such meeting which can be called within twenty-four (24) hours of such telephone notice.
- 9.4 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

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- 9.5** A Club intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

10 QUORUM AT GENERAL MEETINGS

- 10.1** No item of business may be conducted at a general meeting unless a quorum of Club delegates entitled under these Rules to vote is present at the time when the meeting is considered that item.
- 10.2** 10 Delegates personally present constitute a quorum for the conduct of the business of a general meeting.
- 10.3** If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present -
- (i) in the case of a meeting convened upon the request of members - the meeting must be dissolved; and
 - (ii) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 10.4** If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 6) shall be a quorum.

11 PRESIDING AT GENERAL MEETINGS

- 11.1** The President, or in the President's absence, the Secretary, shall reside as Chairperson at each general meeting of the Association.
- 11.2** If the President and the Secretary are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

12 ADJOURNMENT OF MEETINGS

- 12.1** The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place
- 12.2** No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 12.3** If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 12.4** Except as provided in sub rule (13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

13 VOTING AT GENERAL MEETINGS

- 13.1** Upon any question arising at a general meeting of the Association, a member Team has one vote only.
- 13.2** All votes must be given personally.
- 13.3** In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 13.4** A member Club is not entitled to vote at a general meeting unless all moneys due and payable by the Club to the Association have been paid.

14. POLL AT GENERAL MEETINGS

- 14.1** If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14.2** A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

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15. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a general meeting of the Association is determined on a show of hands -

- (i) a declaration by the Chairperson that a resolution has been -
 - (a) carried ; or
 - (b) carried unanimously ; or
 - (c) carried by a particular majority ; or
 - (d) lost ; and
- (ii) an entry to that effect in the minute book of the Association – Is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16. PROXIES

16.1 No proxy voting is allowed at any Annual General Meeting.

16.2 Each member Club must have 1 delegate appointed to attend all meetings.

16.3 Each member Club is entitled to appoint another member as a substitute person by notice given to the Secretary prior to the meeting commencement.

17. GRIEVANCE PROCEDURE - DISPUTES AND MEDIATION

17.1 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 Association.

17.2 Any member may give written notice of a dispute under these Rules (not being a disciplinary matter).

17.3 The Secretary shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt if possible to resolve the dispute within 14 days after the dispute comes to the notice of all parties.

17.4 If requested by any one or more parties to the dispute the Secretary shall act to facilitate the arrangement of the meeting referred to.

17.5 If the parties are unable to resolve the dispute at the meeting, or if any party fails to attend that meeting, then the parties must, within 14 days, hold a meeting in the presence of a mediator.

17.6 The mediator must be:

- (i) a person having knowledge and expertise in relation to netball,
- (ii) a person chosen by agreement between the parties; or
- (iii) in the absence of agreement -
 - (a) in the case of a dispute between a member and another member, a person appointed by the Executive of the Association; or
 - (b) in the case of a dispute between a member and the Association, a person who is a mediator appointed by such independent mediation service as is determined by the President.

17.7 A Member of the Association can be a mediator.

17.8 The mediator cannot be a member who is a party to the dispute.

17.9 The parties to the dispute must, in good faith, attempt to settle the dispute by Mediation.

17.10 The mediator, in conducting the mediation (which must be completed within 30 days) shall -

- (i) give the parties to the mediation process every opportunity to be heard; &
- (ii) allow due consideration by all parties of any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- (iv) allow each of the parties to have an adult representative, which shall not be legally trained or qualified.

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17.11 The mediator must not determine the dispute.

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

18. COMMITTEE OF MANAGEMENT

18.1 The affairs of the Association shall be managed by the Committee of Management.

18.2 The Committee -

- (i) shall control and manage the business and affairs of the Association; and
- (ii) may, subject to the Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association; and
- (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

18.3 Subject to section 23 of the Act, the Committee shall consist of -

- (i) the Officers of the Association; and
- (ii) the Ordinary Committee Members.

each of whom shall be elected at the annual general meeting of the Association in each year.

19. OFFICE HOLDERS

19.1 The Officers of the Association shall be-

- (i) a President ;
- (ii) a Secretary;
- (iii) a Treasurer;
- (iv) five Ordinary Committee members.

19.2 The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub rule (1).

19.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

19.4 In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

19.5 The Committee shall have the power to appoint other persons as officers for the purpose of assisting Executive in carrying out its responsibilities.

20. ELECTION OF OFFICERS

20.1 Nominations of candidates for election of officers of the Association will be received at the annual general meeting.

20.2 If the number of nominations received exceeds the number of vacancies to be filled, a Ballot must be held.

20.3 The ballot must be conducted at the annual general meeting in such manner as the Committee may direct.

21. VACANCIES

The office of an officer of the Association becomes vacant if the officer or member-

- (i) ceases to be a member of the Association ; or
- (ii) becomes an insolvent under administration within the meaning of the Corporations Law ; or
- (iii) resigns from office by notice in writing given to the Secretary.

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22. MEETINGS OF THE COMMITTEE

- 22.1** The Committee must meet at least 3 times in each year at such place and such times as they determine – Annual General Meeting, mid season meeting and end of season meeting.
- 22.2** Special meetings of the Committee of Management may be convened by the President or by any 4 members of the Board.
- 22.3** Any 4 members of the Committee constitute a quorum for the conduct of business. If a quorum is not present, no business will be conducted and the meeting will be adjourned.
- 22.4** The President, or in his/her absence, the Treasurer, presides at meetings of the Committee.

23. NOTICE OF COMMITTEE MEETINGS

Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

24. VOTING AT COMMITTEE MEETINGS

- 24.1** Voting at meetings of the Committee or any sub-committee shall be determined on a show of hands or, if a member requests, by a poll taken in such a manner as the presiding person determines.
- 24.2** Each member is entitled to one vote and, in the event of an equality of votes, the presiding person may exercise a second or casting vote.

25. REMOVAL OF COMMITTEE MEMBER

- 25.1** The Association in a general meeting may, by resolution, remove any member of the Committee of Management before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 25.1** A member who is the subject of a proposed resolution referred to in sub-rule (27.1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 25.3** The Secretary or the President may give a copy of the representations to each member Club of the Association or, if they are not so given, the member may require that they be read out at the meeting.

26. MINUTES OF MEETINGS

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, special meeting and Officer meetings, together with a record of the names of persons present at meetings.

27. FUNDS

- 27.1** The Treasurer of the Association must -
- (i) collect and receive all moneys due to the Association and make all payments authorised by the Association ; and
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association
- 27.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer with prior approval of another member of the Executive.
- 27.3** The funds of the Association shall be derived from annual fees, subscriptions and donations and such other sources as the committee determines.

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28. SEAL

- 28.1** The common seal of the Association must be kept in the custody of the Secretary.
- 28.2** The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Association.

29. NOTICE TO MEMBERS

Except for the requirement in rule 11, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by –

- (i) delivering the notice to the member personally, or
- (ii) sending it by prepaid post addressed to the member at that member's address shown in the register of members, or
- (iii) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (iv) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

30. WINDING UP

In the event of the winding up or cancellation of the incorporation of the Association the assets of the association must be disposed of in accordance with the provisions of the Act

31. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 31.1** Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 31.2** All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request and in accordance with the current Privacy Act.