

Associations Incorporation Act 1981 (QLD).

Saints Netball Club Inc. Constitution

September 2018

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ASSOCIATIONS INCORPORATIONS ACT 1981 (QLD)

CONSTITUTION

SAINTS NETBALL CLUB INC

1. DEFINITIONS AND INTERPRETATION

1.1 **Definitions:** In this Constitution unless the contrary intention appears:

'Act' means the Associations Incorporation Act 1981 (QLD).

'Associate Member' – a Non-Playing Member, person who has affiliated with the Club as an individual.

'Committee' means the body managing the Club and consisting of the Committee members.

'Constitution' means this Constitution of the Club.

'General Meeting' means the Annual or any Special General Meeting of the Club.

'IF' means the International Sporting Organisation being the International Netball Federation.

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

'Junior Member' means a registered Member of the Club who is younger than 18 years of age.

'Life Member' means an Individual appointed as a Life Member of the Club under **clause 5.2**.

'Local area' means the Townsville area for which the Club is recognised by the Regional and/or State Organisations for Netball of which the Club is a Member.

'Member' means a Member of the Club for the time being under **clause 5**.

'NSO' means the National Sporting Organisation being Netball Australia Ltd.

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

'Ordinary Member' means a registered, financial Member of the Club who is at least 18 years; or a parent, legal guardian or primary Caregiver, of a registered, financial Junior Member of the Club.

'Register' means a register of Members kept and maintained in accordance with **clause 7**.

'RSO' means the Regional Sporting Organisation being Townsville City Netball Association Inc.

'Seal' means the common Seal of Saints Netball Club Inc.

'Special Resolution' means a Special Resolution defined in the Act.

'SSO' means the State Sport Organisation being Netball Queensland.

1.2 Interpretation

- (a) The Act:

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.

2. NAME OF CLUB AND COLOURS

The name of the Club is Saints Netball Club (referred to hereinafter as the **Club**). The colours of the Club shall be red, black and white.

3. OBJECTS OF THE CLUB

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

- (a) conduct, encourage, promote, advance and administer Netball throughout the local area;
- (b) act, at all times, on behalf of and in the interest of the Members and Netball in the local area;
- (c) affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the Club is a Member and adopt their rule and policy frameworks to further these Objects;
- (b) abide by and enforce the application of the Rules of Netball as may be determined from time to time by NSO or IF;
- (d) have regard to the public interest in its operations; and
- (e) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

4.1 The Club has, solely for furthering the Objects, all the powers of an individual.

4.2 The Club may, for example-

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

5. MEMBERS OF THE CLUB

5.1 The Members of the Club shall consist of:

- (a) **Ordinary Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (b) **Associate Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings; and
- (c) **Life Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

5.2 Life Members

- (a) Any person may be elected a Life Member of the Club in recognition of outstanding service to the Club for a period of at least ten (10) years.

- (b) Candidates for election as Life Members shall be;
 - (i) unanimously recommended by the Executive Committee and
 - (ii) duly confirmed at the Annual General Meeting. **(subject to clause 5.2)**
- (c) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) An active Life Member, shall be entitled to and shall have full voting rights.
- (e) The Club will pay the annual membership subscription for each Life Member while they are affiliated with the Club.
- (f) The Executive Committee shall determine from time to time which Life Members are to be regarded as active and the criteria to be applied in making that determination.

6. MEMBERSHIP

6.1 Membership

- (a) Completion of the relevant registration form and payment of the appropriate membership fee at the time of annual club registration will automatically confer Ordinary or Associate membership as per the membership classes set out in **clause 5**.
- (b) The number of Ordinary members shall be unlimited.

6.2 Discretion to Accept or Reject Membership

- (a) The Club may accept or reject a Membership whether the applicant has complied with the requirements in **clause 6.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

6.3 Renewal

Members must renew their membership annually in accordance with the procedures set down by the Club in Regulations from time to time.

7. SUBSCRIPTIONS AND FEES

- (a) The annual membership subscription and any fees payable by Members to the Club shall be determined by the Executive Committee.
- (b) The membership fees for each class of membership shall be communicated to all members and is payable when, and in the way, the Committee decides.

8. REGISTER OF MEMBERS

8.1 Club to Keep Register

- (a) The Club shall keep and maintain a Register of members. The register must include the following particulars for each member-
 - (i) the full name and postal or residential address for the Member;
 - (ii) electronic and telephone contact details for the Member;
 - (iii) the date of entry of each Member;
 - (iv) where applicable, the date of termination of membership of any Member;
 and

- (v) any other particulars the Committee or the Members at a General Meeting decide.
- (b) Members shall provide notice of any change of required details to the Club within one month of such change.

8.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, 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, upon reasonable request.

8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

9. EFFECT OF MEMBERSHIP

9.1 Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations; and
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Committee; and
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club, RSO, SSO and NSO; and
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Netball; and
- (e) they are entitled to all benefits, advantages, privileges and services of Club membership.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice to any Executive Committee Member.
- (b) Once the Club receives a notice of resignation of membership it must make an entry in the Register that records the date on which the Member ceased to be a Member.

10.2 Discontinuance for Breach

- (a) The Executive Committee of the Club may terminate a Members membership upon breach of any clause of this Constitution or the Regulations, including, but not limited to:
 - (i) being convicted of an indictable offence; or
 - (ii) failing to pay any monies owed to the Club; or
 - (iii) failure to comply with any provisions of these rules; or
 - (iv) conducts themselves in a way considered to injurious or prejudicial to the character or interests of the Club.
- (b) Membership shall not be discontinued by the Committee under **clause 10.2(a)** without the Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

- (c) Where a Member fails, in the Committee's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 10.2(a)**.
- (d) The Secretary shall advise the member in writing and the Register shall be amended to reflect any discontinuance of membership.

10.3 Forfeiture of Rights

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

10.4 Refund of Membership Fees

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

11. DISCIPLINE

- (a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of The Executive Committee or any duly authorised committee;
 - (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or Netball; or
 - (iii) brought the Club, any other Member or Netball into disrepute.
- (b) That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations.
 - (i) The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

12. EXISTING COMMITTEE MEMBERS

The Members of the Committee 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. After this General Meeting the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. EXECUTIVE COMMITTEE

13.1 Composition of the Executive Committee

- (a) The following Office Bearers will form the Executive team of the Club's Committee-
 - (i) President
 - (ii) Secretary
 - (iii) Treasurer
- (b) In addition to the Executive positions, the Club may also create other positions necessary for the operation of the Club. These positions are deemed non-executive and form part of the Club's overall Committee. Individuals will be elected in line with the Club's Committee Election process (as outlined below).

13.2 Election of Committee

- (a) To be eligible for nomination for the Executive Committee a nominee must be a Member other than a Junior Member. In the case of a Junior Member, a primary caregiver shall be eligible for nomination.
- (b) The ballot for the election of the Office Bearers to form the Executive Committee shall take place at the conclusion of the business of the Annual General Meeting.
- (c) At the AGM, all members of the Committee shall retire from office, but shall be eligible for nomination for re-election.
- (d) The election of Executive Committee and other members of the Committee shall take place in the following manner-
 - (i) Any two Members of the Club shall nominate any other Member to serve as an officer or other member of the Executive.
 - (ii) The nomination shall be carried out at the Annual General Meeting either in writing or verbally and requires both a proposer and seconder.
 - (iii) Should there be an insufficient number of candidates nominated, nominations may be taken at a later date.

13.3 Positive Notice for Child Related Employment

All Executive and General Committee members will be required to apply and successfully obtain a Positive Notice for Child Related Employment from the appropriate Queensland Government agency immediately on taking up their position on the Committee

14. RESIGNATION, REMOVAL OF OFFICE OF COMMITTEE MEMBER

14.1 A Member of the Committee may resign from the Committee by giving written notice of resignation to the Secretary.

- (a) The resignation takes effect at—
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice—the later time.

14.2 A Member may be removed from office at a General Meeting of the Club if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Member.

- (a) Before a vote of Members is taken about removing the Member from office, the Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (b) A Member has no right of appeal against the Members removal from office under this Rule.
- (c) A Member immediately vacates the office of Committee member in the circumstances mentioned in section 64(2) of the Act.

15. EXECUTIVE VACANCIES

15.1 The Executive committee shall have power at any time to appoint any Member of the Club to fill any casual vacancy on the Executive Committee until the next annual general meeting.

15.2 The continuing members of the Executive may act notwithstanding any casual vacancy in the Executive Committee. However, if the number of Committee members is less than the number fixed under rule- as a quorum of the Executive, the continuing members may act only for:

- (a) the purpose of increasing the number of members of the executive committee to that number; or
- (b) for calling a General Meeting of the club.

16. POWERS OF THE EXECUTIVE COMMITTEE

- 16.1** Subject to the Act and this Constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Executive Committee. In particular, the Committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the Netball community throughout the local area.
- 16.2** The Executive Committee shall exercise the functions and powers of the Club between meetings and its decisions shall be subject to ratification at the next full Committee meeting.

17. MEETINGS OF THE EXECUTIVE COMMITTEE

17.1 Executive Committee to Meet

- (a) Subject to this rule, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Executive Committee shall meet at least once every two calendar months to exercise its functions. Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit.
- (c) The Committee may hold meetings, or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
 - (i) A Committee Member who participates in the meeting as mentioned in sub rule(c) is taken to be present at the meeting.

17.2 Decisions of Committee

- (a) Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (b) A member of the Committee must not vote on a question about a contract or proposed contract with the association if the Member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (c) A written Resolution signed by each Member of the Committee is as valid and effectual as if it had been passed at a Committee Meeting that was properly called and held.
 - (i) A Resolution mentioned in subrule (c) may consist of several documents in like form, each signed by 1 or more members of the committee.

17.3 Quorum

At meetings of the Committee, more than 50% of the members elected to the Committee as at the close of the last general meeting of the members shall constitute a quorum.

17.4 Notice of Committee Meetings

- (a) A special meeting of the Executive Committee shall be convened by the Secretary on the request of a Member of the Executive Committee. This request shall briefly and clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted.
- (b) Not less than seven (7) days notice shall be given by the Secretary to Members of the Executive Committee of any special meeting.
- (c) Such notice shall clearly state the nature of business to be discussed.
- (d) Notice of a meeting is to be given in the way decided by the Executive Committee.

17.5 Chairperson

The President shall preside as chairperson at every meeting of the Committee at which they are present. If the chairperson is not present, or unable to preside at a Committee meeting then the Secretary shall be chairperson.

18. DELEGATIONS

18.1 Committee May Delegate Functions

The Committee may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants if considered appropriate by the Committee to help with the conduct of the Club's operations.

19. ANNUAL GENERAL MEETING

19.1 The Club's Annual General Meeting shall be held in accordance with the Act and this Constitution.

19.2 Each Annual General Meeting must be held-

- (a) once each year; and
- (b) within three (3) months after the end date of the Club's reportable financial year; and
- (c) it should be held at a venue determined by the Committee.

19.3 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

20. SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a Special General Meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

20.2 Requisition of Special General Meetings

- (a) The Secretary will convene a Special General Meeting when five per cent of Members (no less) submit a requisition in writing.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Committee does not cause a Special General Meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Ordinary Member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The Auditor and Committee members shall also

be entitled to receive notice of every General Meeting. This will be sent to the Auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.

- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least fourteen (14) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
- (d) Notice of every general meeting shall be given in the manner authorised in **clause 37**.

22. BUSINESS

- (a) The business to be transacted at the annual general meeting shall be regulated in accordance with the appropriate level of incorporated association in the Act.
 - (i) It will include the consideration of accounts and the reports of the Executive Committee and Auditor, the election of Executive Committee members under this Constitution and the appointment of the Auditor.
- (b) All business that is transacted at a General Meeting and at an Annual General Meeting, with the exception of those matters set down in **clause 22(a)**, shall be special business.
- (c) No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

23. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Club no less than 7 days (excluding receiving date and meeting date) prior to the general meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be double the number of members elected or appointed to the Club's Executive Committee at the close of the Club's last General Meeting plus one (1).

24.2 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the request of members of the executive committee or the club, shall lapse.
- (b) In any other case it shall stand adjourned to such other day and at such other time and place as the Executive Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- (c) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (e) Except as provided in **clause 24.2(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.3 Chairperson to Preside

- (a) The President of the Club shall preside as chairperson, subject to this Constitution, preside as chair at every general meeting except:
 - (i) in relation to any election for which the Chairperson is a nominee; or
 - (ii) where a conflict of interest exists.
- (b) If the Chairperson is not present, or is unwilling or unable to preside, the Secretary will preside as Chairperson for that meeting only.

24.4 Voting Procedure

At any meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by:

- (a) the Chairperson; or
- (b) a simple majority of the Members.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, the Chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

24.6 Where Poll Demanded

If a poll is duly demanded under **clause 24.4** it shall be taken in such a manner as the Chairperson directs. The result of the poll shall be the resolution of the meeting.

25. VOTING AT GENERAL MEETINGS

25.1 Members Entitled to Vote

- (a) Each Member shall be entitled to one vote at General Meetings and shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5.1**.
- (b) Junior Members may be represented by a parent, legal guardian or primary caregiver, whichever is appropriate to the Member.
- (c) Each member is entitled to one vote only.

25.2 A Member who is eligible to vote may take part and vote in a General Meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. All potential means of voting will be communicated to all members with the meeting announcement.

- (a) A member who participates in a meeting remotely as mentioned in **clause 25.2** is taken to be present at the meeting.

25.3 Casting Vote

Subject to this Constitution, questions arising at any General Meeting shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

25.4 Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

26. RECORDS AND ACCOUNTS

26.1 Records

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

26.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

26.3 Committee to Submit Accounts

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

26.4 Accounts to be Sent to Members

The Secretary shall cause to be sent to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Executive Committee's report, the Auditor's report and every other document required under the Act (if any).

26.5 Negotiable Instruments

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

27. AUDITOR

- (a) A properly qualified Auditor or Auditors shall be appointed by the Club in a General Meeting. The Auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The Auditor may be removed by the Club in a General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an Auditor or Auditors at the conclusion of each financial year.

28. ALTERATION OF CONSTITUTION

- (a) Subject to the Act, this Constitution may be amended, repealed or added to by a Special Resolution carried at a General Meeting.

- (b) An amendment, repeal or addition is valid only if it is registered by the Chief Executive.

29. COMMON SEAL

- (a) The Executive Committee shall provide for a common seal and for its safe custody.
- (b) The common seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by two (2) members of the Executive Committee.

30. INCOME

- (a) Income and property of the Club shall be derived from such sources as the Committee determines from time to time.
- (b) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Payment in good faith of or to any Member can be made for:
 - (i) goods supplied to the Club in the usual course of operation; or
 - (ii) interest on money borrowed from any Member; or
 - (iii) any out-of-pocket expenses incurred by a Member on behalf of the Club.

31. DOCUMENTS

The Executive shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

32. FINANCIAL YEAR

The end date of the Club's financial year is on the 30th September of each year.

33. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) 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, refer the dispute for resolution to an independent tribunal established by the RSO in accordance with the procedures determined by the RSO from time to time.
- (d) The Executive Committee may prescribe additional grievance procedures in the Regulations consistent with this **clause 33**.

34. WINDING UP

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.

34.2 Distribution of Property on winding up

- (a) This rule applies if the Club is wound-up under part 10 of the Act and there are surplus assets.
- (b) The surplus assets must not be distributed among the members but must be given to another entity-
 - (i) that has objects similar to the Club's Objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (c) In this section- "surplus assets" has the meaning given by section 92(3) of the Act.

35. REGULATIONS

35.1 Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend Policies and Regulations for the proper advancement, management and administration of the Club and the advancement of the Objects of the Club and Netball in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Committee.

35.2 Regulations Binding

All Regulations are binding on the Club and all Members. Where a Club policy has not been prepared or the policies differ, members will be bound by the RSO, SSO and NSO regulations, policies and procedures.

35.3 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.

35.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of notices approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the notices to Members. The matters in the notices are binding on all Members.

36. AFFILIATION AND COMPLIANCE OF CLUB

36.1 Recognition of Club

The Club shall be affiliated with the RSO. The regional and/or state bodies' Constitutions shall continue to be so recognised and shall administer Netball in the local area in accordance with the Objects.

36.2 Constitution of the Club

This Constitution will clearly reflect the Objects of the region and state bodies for Netball and will conform to the Constitutions of those bodies, subject always to the Act.

36.3 Region and SSO

The Club may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by Special Resolution.

37. NOTICE

Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or, by electronic mail to the Member's registered address or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, or electronic mail address.

38. INDEMNITY

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