

Queensland Netball Association Incorporated

THE CONSTITUTION



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1. Introductory Provisions

- 1.1 The name of the Association is Queensland Netball Association Incorporated (“the Association”).
- 1.2 The Head Office of the Association is located in Brisbane.
- 1.3 Interpretations in this Constitution:

Association means the Queensland Netball Association Incorporated;

Board means the elected ruling body of the Association in which the powers of the Association are vested;

Board Member means a member of the Board which comprises the President, Vice-President, Finance Officer and four other persons;

Branch means a grouping of full members determined by the Board on the basis of geographical region for the purpose of promoting and implementing the Association’s policies;

By-laws means the by-laws of the Association;

Chief Executive Officer means the principal employed by the Board who is responsible to the Board for the day to day management and conduct of business of the Association;

Club means a club of a full member comprising at least one (1) netball team;

Fee means a payment of money due to the Association by its members;

Affiliation Fee – means the annual payment due to the Association by a full member for registration as a member of the Association;

Capitation Fee - means the payment due to the Association by a player registered to play in each netball competition of a full member;

Levy – means a payment required of members of the Association for a particular purpose;

Financial Full Member	means a full member which has met its financial obligations to the Association within the prescribed times;
Financial Year of the Association	means the twelve (12) month period which commences on 1 January of each year and ends on 31 December of the same year;
Full Member	means an association of clubs comprising at least four (4) netball clubs or teams and which is registered as a full member of the Association;
Notice of Motion	means the written notice of a proposed special resolution required to be served on each member with a right to vote for a motion to be validly moved at a general meeting;
Officer of the Association	means a Board member elected to the position of President, Vice-President or Finance Officer;
Region	means a geographical area determined by the Board for the forming of a number of full members as a Branch;
Secretary	means the person appointed as the Secretary of the Association for the purposes of the Associations Incorporation Act;
Special Resolution	means a resolution which requires for success at least a seventy-five per cent (75%) majority vote of the members present and eligible to vote at a general meeting of the Association;
Team	means a netball team comprising at least seven (7) playing members;
Voting Delegate	means an adult person nominated by a full member to vote at a General Meeting on behalf of that full member.

2. Objects and Powers

2.1 Objects

The Objects of the Association are:

- 2.1.1 to foster, develop, promote, control and manage the game of netball in the State of Queensland.
- 2.1.2 to participate in the arrangement and management of State, Interstate and International netball matches in the State of Queensland and elsewhere, and also through affiliation with Netball Australia limited.
- 2.1.3 to represent the State of Queensland as an affiliate of the All Australia Netball Association Limited.

2.1.4 Powers

The Association vests its powers in a Board (“the Board”).
The powers of the Association are:

- 2.2.1 to manage the funds, assets and liabilities of the Association.
- 2.2.2 to amalgamate, to become a member of, or to co-operate with, any association, club or organization whose objects are similar to those of the Association. The Association will not subscribe, nor provide funds, to any club, association, or organisation except ones which limit the distribution of such income and property as provided by clause 13.1.
- 2.2.3 to purchase, sell and deal in all kinds of articles, commodities and provisions for the members of the Association or visitors to the Association’s premises.
- 2.2.4 to acquire and dispose of real and personal property, and rights and privileges which may be required to advance the objects of the Association. The transactions may be made by purchase, lease, exchange or hire. Property includes property subject to trusts and leasehold property.
- 2.2.5 to enter into arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think desirable to advance the objects of the Association.

- 2.2.6 to appoint, employ, remove or suspend such technical and administrative staff, workers and other persons necessary or convenient for the purposes of the Association, and to remunerate any person or body corporate for services rendered as appropriate.
- 2.2.7 to invest and deal with the money of the Association not immediately required.
- 2.2.8 to hold shares, debentures or other securities of any company or body corporate.
- 2.2.9 to lend and advance money or give credit to any person or body corporate; to guarantee and to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 2.2.10 to borrow or raise money by a loan, jointly or solely, either on advance account or overdraft; to secure loans by notes secured or unsecured, by mortgage, charge or other security upon the Association's property; to purchase or redeem such securities.
- 2.2.11 to hold mortgages, liens or charges as security for the purchase price of any part of the Association's property.
- 2.2.12 to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- 2.2.13 to procure contributions to the funds of the Association, by sponsorship, donations, annual subscriptions, or other such means.
- 2.2.14 to make donations for patriotic, charitable or community purposes.
- 2.2.15 to effect registration under the Liquor and Gaming Laws, and under laws for the conduct of art unions and raffles.
- 2.2.16 to permit the formation of Branches of the Association, subject to stipulations by the Board and to statutory requirements.
- 2.2.17 to do all things to attain the objects of the Association and to exercise the powers of the Association.

3. Membership

3.1 Membership – Classes

Membership of the Association consists of the following classes:

- Full Membership
- Associate Membership
- Life Membership
- Player Membership
- Non-Player Membership
- Honorary Membership

The number of members in each of the classes is unlimited.

3.2 Full Membership

3.2.1 *Full Membership -Eligibility*

Full membership is open to a properly constituted association of clubs, incorporated or unincorporated, comprising at least four (4) netball clubs.

3.2.2 *Full Membership - Application*

- a. Formal application for full member status is to be delivered to the Secretary on the prescribed form with the affiliation fee on or before 31 March of each year.
- b. Full member status is subject to annual approval by the Board.
- c. The Board may approve applications for full member status received after 31 March of each year.
- d. When an application for full member status is made, before making a determination the Board must consult with any full member within the shire, city or town, or any other full member which, in the Board's opinion may be affected.
- e. The Secretary will give notice to an applicant of the approval or refusal of its application, and will refund the affiliation fee if the application is refused.

3.2.3 *Full Membership – Rights and Responsibilities*

On approval of its application by the Board, an applicant for full member status is registered as a full member, until the following 31 March, unless terminated by cancellation, withdrawal or expulsion. A full member is bound by the Constitution, By-laws, and the directives of the Board. A full member has the right to vote at General Meetings of the Association and to participate in its endorsed events.

Without delay the full member must:

- a. ensure that its secretary registers all its members in its own register, and maintains that register as an accurate and current record.
- b. Pay affiliation fee, capitation fees, subscriptions, levies and any other money due to the Association at the due date.
- c. pay all capitation fees within four (4) weeks of the commencement of any netball competition conducted by the full member.

A full member also has the obligation:

- d. to notify the Secretary of the Association of any change in the particulars given on the application form within seven (7) days of the change occurring.
- e. to pay all outstanding fees, levies, and any other money due to the Association, if the full member withdraws from the Association.
- f. to adopt the rules of netball as determined by the All Australia Netball Association Limited.

A full member has the right:

- g. to manage its own association's affairs and organise and control its own netball competitions.
- h. to conduct netball competitions within the shire, city or town for which the full member status approval was given by the Association.
- i. to refer questions pertaining to netball to the Association for decision.
- j. to nominate two (2) registered members to be delegates, one of whom must be an adult, to represent its members at general meetings of the Association; and to nominate the adult delegate to cast one (1) vote on behalf of the full member.
- k. to nominate delegates to attend all seminars and functions offered by the Association.
- l. to participate in all events endorsed by the Association.
- m. to nominate an adult person for membership of the Board and any committee of the Association .
- n. to nominate registered players for selection in Queensland representative teams.
- o. to receive financial assistance that the Association may offer for any selected player.

3.3 Associate Membership

3.3.1 Associate Membership – Eligibility

Associate membership is open to netball associations, sporting organisations, schools and other education bodies and such other entities approved by the Board.

3.3.2 Associate Membership – Application

Formal application for Associate membership is to be submitted to the Secretary on the prescribed form with the prescribed fee. Associate membership is subject to the approval of the Board.

3.3.3 Associate Membership – Rights and Responsibilities

An associate member is a non-voting member of the Association. An associate member is eligible to participate in events and courses arranged by the Association.

3.4 Life Membership

3.4.1 Life Membership – Eligibility

Life Membership is open to persons who have given voluntary, meritorious service to the Association for a period of at least ten (10) years.

3.4.2 Life Membership - Election

- a. a full member may recommend to the Board a nominee for election as a life member.
- b. the Secretary will call for recommendations for life membership in November of each year.
- c. a recommendation for life membership must be submitted in writing to the Secretary not less than sixty days before the Annual General Meeting. On approval of the recommendation, the Board will propose the nominee for election as a life member at the Annual General Meeting. The election requires seventy-five per cent (75%) of the vote of the members present and entitled to vote.

3.4.3 Life Membership – Rights and Responsibilities

- a. a life member has the same privileges as a full member of the Association.
- b. a life member is exempt from payment of membership fees and levies.

3.5 Player Membership

3.5.1 Player Membership – Eligibility

Player membership is constituted by membership of a full member while that person remains a member of the full member.

3.5.2 Player Membership – Application

Application for player membership is made when a person makes application for membership of a full member. Approval of player membership of the Association is effected on acceptance of membership by a full member.

3.5.3 Player Membership – Rights and Responsibilities

A player member is a non-voting member of the Association. A player member is eligible to participate in events and courses arranged by the Association.

3.6 Non-Player Membership

3.6.1 Non -Player Membership – Eligibility

Non-player membership is open to a person, who is not registered with a full member, who serves as a volunteer or in the capacity of a coach, umpire, manager or administrator.

3.6.2 Non-Player Membership - Application

- a. Application for non-player membership is to be delivered to the Secretary on the prescribed form and is subject to approval by the Board.
- b. Non-player membership expires on the 31 March subsequent to the approval of membership.

3.6.3 Non-Player Membership – Rights and Responsibilities

A non-player member is a non-voting member of the Association. A non-player member is eligible to participate in events and courses arranged by the Association.

3.7 Honorary Membership

3.7.1 Honorary Membership – Eligibility

Honorary membership for periods of not more than 12 months is open to persons invited by the Board in the interests of netball. A nominee must be nominated by two (2) members of the Board and approved by at least seventy-five per cent (75%) of the Board.

- 3.7.2 *Honorary Membership – Rights and Responsibilities*
- a. an honorary member has the right to attend and to address General Meetings of the Association, but has no voting rights.
 - b. an honorary member has the right to attend seminars and functions of the Association free of charge.

4. Board

4.1 Board – Powers

- 4.1.1 The Board exercises the powers of the Association within the provisions of this Constitution and within the law.
- 4.1.2 The Board manages the administration of the affairs, property and funds of the Association, and all matters relating to the Association.
- 4.1.3 All acts done by a meeting of the Board or by any person acting as a member of the Board, will be valid, even if it is afterwards discovered that a member was disqualified, or there was a defect in the appointment.
- 4.1.4 A resolution in writing signed by a majority of the members of the Board will be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one (1) or more Board members. For the vote to be valid, the proposed resolution must be sent to all Board members and a majority of Board members must acknowledge receipt of the proposed resolution for the vote to be valid.
- 4.1.5 The Board deals with all matters pertaining to netball in the State of Queensland and with matters referred to it by the All Australia Netball Association Limited.
- 4.1.6 The Board may make, amend or repeal by-laws for the management of the Association. Any by-laws or amendment or repeal of a by-law may be set aside by a General Meeting of Members.
- 4.1.7 The decisions of the Board made in accordance with this Constitution are conclusive and binding upon all members, except where this Constitution gives a right of appeal.

4.2 Board - Composition

4.2.1 The members of the Board must be adults. The Board comprises:

- President
- Vice-President
- Finance Officer
- A maximum number of four (4) other board members.

4.2.2 Management Committee

- a. The President, Vice-President and Finance Officer form the Management Committee which is responsible for any urgent business that may arise between the meetings of the Board.
- b. The Management Committee must report to the next Board Meeting any action taken regarding urgent matters, and must seek ratification of that action.

4.3 Board - Nominations and Elections

At each Annual General Meeting, full members and life members of the Association vote to fill the vacant positions on the Board. The election process provides for a rotation of Board members.

4.3.1 Election terms:

- a. Each Elected Board member holds office for a two (2) year Term
- b. The President and Finance Officer and two (2) Board Members are elected in each year of even number for a period of two (2) years.
- c. The Vice President and two (2) Board Members are elected in each year of odd number for two (2) years.
- d. All Board Members are eligible for re-election.

4.3.2 By the Notice for the Annual General Meeting, the Secretary must call for nominations to fill by election the positions to be vacated at the Annual General Meeting. The Secretary must send the Notice seeking nominations to full members and life members.

4.3.3 Following each Annual General Meeting, the Board must appoint an independent Returning Officer to hold office for the ensuing twelve (12) months.

- 4.3.4 a. Two (2) members, either full member or life member, are required to make a valid nomination for the election of a Board member. The nomination must be in writing and signed by the proposer, the seconder and the nominee
- b. Not more than two (2) persons may be elected to serve as independent members of the Board. In this context, 'independent' means a person who is not a member of a full member of the Association but who becomes a non-player member before the nomination.
- 4.3.5 That nominations must be lodged by pre-paid mail or email with the Returning Officer at least (21) twenty one days before the date of the Annual General Meeting or General Meeting at which the election will be held.
- 4.3.6 An election must be held irrespective of the number of candidates nominated for an office or position on the Board. Election to each position on the Board requires a majority vote.
- 4.3.7 In the election of Board members, voting is by secret ballot. At each Annual General Meeting, or at a General Meeting where an election is held, the Chairperson will appoint two (2) scrutineers to scrutinise the ballot.
- 4.3.8 For a Postal Vote, full members and life members who wish to register a vote in the election of the Board must:
- apply in writing, no later than fourteen (14) days before the relevant meeting, to the Secretary for a Postal Vote.
 - the full member's application must include the name of the person nominated to vote on behalf of the full member.
 - The Secretary will provide the Postal Vote Form which will state the nominated candidates standing for election with instructions to make a valid postal vote.
- 4.3.9 *If a vacancy on the Board occurs:*
- a. If insufficient valid nominations are received before the Annual General Meeting, the Chairperson must call for nominations for any vacant position; such nominations require a proposer and a seconder and consent by the nominee to the nomination. If more than one (1) nomination for a vacancy is made, a secret ballot must be conducted.

- b. If a position is not filled by election at the Annual General Meeting, the Secretary must seek nominations for the position. Such nominations must be signed by the proposer, seconder and nominee and lodged with the Returning Officer by the due date. The due date must not be less than twenty-one (21) days after the date the notice seeking nominations was sent to the members entitled to vote. The Returning Officer will advise the Board of the valid nominations and the Board will fill the vacancy.
- c. At any other time, the Board may appoint a member of the Association to fill a casual vacancy on the Board until the next Annual General meeting.

4.3.10 For an election held at a time other than at the Annual General Meeting, nominations called by the Secretary by notice in writing must be sent to the Returning Officer at a separate Post Office Locked Bag for ballot purposes no later than the date determined by the Board.

4.4 Board membership - rules

4.4.1 No person may serve in more than (1) one position on the Board at any one time.

4.4.2 No proxy is allowed for a Board meeting nor a Committee meeting.

4.4.3 No employee of the Association, whether employed under contract or under a State or Federal Award, may be a member of the Board.

4.4.4 No full member may be represented by more than two (2) representatives on the Board at any one time, except as provided by clause 4.4.5. Each representative has the right to one (1) vote.

4.4.5 A full member, which has two (2) representatives elected to the Board, may have other members nominated for election, if a Board position is still vacant at the Annual General Meeting.

4.4.6 Each Board member must pay to the Association an annual registration fee which is equal to the fee payable by a non-player member.

4.4.7 Board Members are to be paid an honorarium that the Association determines by resolution by a majority of votes of the members present and entitled to vote at the General Meeting held immediately following the Annual General Meeting.

4.5 Board - Ordinary Meetings

- 4.5.1 The Board may regulate its meetings as it thinks fit, but it will meet at least once each calendar month. A quorum is constituted by the presence of a majority of Board members.
- 4.5.2 Each member of the Board is entitled to one (1) vote, with the exception of the chairperson who has a casting vote only.
- 4.5.3 Questions arising at a Board meeting will be decided by a majority of votes and, in the case of equality of votes, the chairperson has a casting vote.
- 4.5.4 Voting at Board meetings is by a show of hands, unless the meeting otherwise decides.
- 4.5.5 A Board member must not vote if the Board member has an interest in, or nexus with, any contract or proposed contract, and if he or she does vote, the vote will not be counted.
- 4.5.6 The President presides as chairperson at every meeting of the Board, or if there is no President or if the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice-President will be the chairperson. If the Vice-President is not present, the members may choose one (1) of their number to be the chairperson.
- 4.5.7 If a quorum is not present within thirty (30) minutes of the appointed commencement time for the meeting of a Board meeting, the meeting lapses if convened upon the requisition of members of the Board. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Board determines. If that adjourned meeting does not have a quorum present within one (1) half hour of the appointed time, the meeting lapses.

4.6 Board - Special Meetings

- 4.6.1 On the requisition in writing signed by at least two (2) members of the Board, the Secretary must call a Special Meeting of the Board. The requisition will clearly state the nature of the business for consideration and the reasons for the Special Meeting.
- 4.6.2. The Secretary must give to the members of the Board at least seven (7) days notice of a Special Meeting of the Board. The Notice must clearly state the nature of the business of the Special Meeting.

4.7 Board Member – Resignation, Removal and or Vacancy

- 4.7.1 A Board member may resign from the Board at any time by giving notice in writing to the Secretary. The resignation takes effect on the date specified in the notice, or if not specified, on the date received by the Secretary.
- 4.7.2 A Board member may be removed from office at a General Meeting or a Special General Meeting of the Association. At such General Meeting or Special General Meeting the Board member must be given the opportunity to present his or her case. The question of removal will be determined by the majority vote of the members present at the meeting. A Board member has no right of appeal from the decision of the members at a General Meeting.
- 4.7.3 The Board may act even if it has a casual vacancy, unless there are fewer than three (3) Board members, and then the Board may act only for two purposes: to increase number of Board members so that it may function validly; or to convene a General Meeting of the Association.

4.8 Register of Members

- 4.8.1 The Board must maintain a Register of full members and of the membership of the full members, together with the dates of admission. The Register must record the Branch name of each full member.
- 4.8.2 The Board must record resignations, terminations and reinstatements of membership and any other particulars required by the Board.
- 4.8.3 After giving notice to the Secretary a member may inspect the Register at all reasonable times.

5. Meetings of Members

5.1 General Meetings – procedures

- 5.1.1 The procedures and rules for all General Meetings, including the Annual General Meeting and Special General Meetings, are included in this clause 5.1, except for the special provisions set out in clause 5.2 (the Annual General Meeting) and clause 5.3 (Special General Meetings).
- 5.1.2 A General Meeting is to be held within forty-eight (48) hours after the Annual General Meeting.

- 5.1.3 A General Meeting must be held within the last three (3) months of the calendar year.
- 5.1.4 Notice of a General Meeting must be delivered to each member at least twenty-eight (28) days before the date of the meeting.
- 5.1.5 A Notice of Motion must be delivered to the Secretary at least twenty-eight (28) days before the date of the General Meeting. The Secretary must serve the Notice on the members entitled to vote at least fourteen (14) days before the date of the General Meeting.
- 5.1.6 A Notice of Motion is decided by a majority of votes of the members present at the meeting and entitled to vote, unless otherwise provided by the Constitution.
- 5.1.7 *General Meetings - Quorum*
- a. For all General Meetings, a quorum is constituted by the presence of twenty (20) persons entitled to attend and entitled to the vote at the meeting, each of whom must be either a duly nominated voting delegate of a full member or a life member.
 - b. A quorum must be present during the time that the meeting conducts its business.
 - c. If a quorum is not present within thirty (30) minutes of the appointed commencement time for the meeting, the meeting will be adjourned to the same day in the next week at the same time and place, or as the Board may determine. If at the adjourned meeting a quorum of twenty (20) persons is not present within thirty (30) minutes of the appointed commencement time for the meeting, the number of members present and entitled to vote constitutes a quorum.
 - d. With the consent of the meeting at which a quorum is present, the Chairperson may adjourn the meeting to a time and place, but no business will be transacted at any adjourned meeting other than the unfinished business of the meeting subject to the adjournment. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as prescribed for an original meeting. A notice of the adjourned meeting is not otherwise required.

5.1.8

General Meetings - Chairperson

- a. At every General Meeting the President presides as chairperson. If there is no President or if the President is not present within fifteen (15) minutes of the appointed commencement time for the meeting, or is unwilling to act, the Vice-President will be the chairperson. If the Vice-President is not present or is unwilling to act, the members present will elect one (1) of their number to be the chairperson of the meeting.
- b. The chairperson maintains order and conducts the general meeting in a proper and orderly manner. Any decision or ruling by the chairperson may be dissented from and over-ruled by the majority of the voters present. The motion to dissent from the chairperson's ruling may be spoken to, only by the chairperson and by the proposer of the Motion who will be limited to five (5) minutes.
- c. At all general meetings, a Board member is entitled to move, second or speak to any motion, but no member of the Board except the President or Vice-President or person actually occupying the chair, is entitled to vote. The chairperson at a general meeting has a casting vote only.

5.1.9

General Meetings - Voting

- a. Only financial full members and life members are entitled to vote at any Annual General Meeting, General Meeting, or Special General Meeting. The chairperson has a casting vote only.
- b. At a general meeting every question, matter, resolution or motion is decided by a majority of votes of the members present and entitled to vote, except as otherwise provided by the Constitution.
- c. At general meetings voting is by a show of hands, unless the meeting otherwise decides.
- d. A full member is entitled to vote by its duly nominated adult delegate.
- e. No full member or life member is entitled to vote by proxy at any general meeting.
- f. A full member which is unfinancial at the time of a general meeting is not entitled to vote at that meeting. For the purpose of this clause a full member is deemed unfinancial: at the Annual General Meeting, if it has not paid the capitation fees for the previous year by the 31 December immediately preceding the Annual General Meeting; at a Special General Meeting or a General Meeting, if it has not paid all money due to the Association.

5.2 The Annual General Meeting

5.2.1 The Annual General Meeting must be held within three (3) months of the end of the financial year of the Association. Notice for the Annual General Meeting will be given at least twenty-eight (28) days before the date of the meeting.

5.2.2 The business of the Annual General Meeting will be:

- Opening, recording of attendance and apologies.
- President's address and welcome.
- Election of Life Members, Service Award recipients and Merit Certificate recipients.
- Minutes of the previous Annual General Meeting.
- Business arising from the minutes.
- Announcement of affiliations accepted.
- Chief Executive Officer's Report.
- Finance Officer's Report and its receipt.
- Auditor's Report and its receipt.
- Board recommendations.
- Notices of motion.
- Election of Officers and General Members of the Board
- Appointment of Auditor

5.3 Special General Meetings

5.3.1 The Secretary must call a Special General Meeting in the following circumstances:

- a. by direction of the Board; or
- b. on receipt of a written requisition signed by
 - at least three (3) members of the Board; or
 - at least five (5) full members.The requisition must clearly state the nature of the business to be considered and the reasons for the Special General meeting; or
- c. on receipt of written notice of an intention to appeal against:
 - a decision of the Board to reject an application for membership
 - a decision of the Board to terminate a membership.

5.3.2 Notice for a Special General Meeting must be issued to members within one (1) week of receiving the direction or requisition. The Meeting must not be held less than seven (7) days nor more than twenty-one (21) days from the date of the notice being given. The Notice calling a Special General Meeting must state the business for which the meeting has been called and no other business will be dealt with at the meeting.

6. Discipline

6.1 The Board – Discipline Powers

- 6.1.1 The Board has the power to inquire into any matter it thinks fit.
The Board may fine, suspend, expel or otherwise deal with any member of the Association found guilty of any breach of this Constitution, the laws of the game of netball, or for misconduct or for conduct likely to bring the Association, or the game of netball, into disrepute.

6.2 The Board – Suspension or Termination of Membership

- 6.2.1 The Board may suspend or terminate a member's membership. Before imposing a suspension or termination, the Board must give the member a full and fair opportunity to show why the membership should not be suspended or terminated.

6.3 Right of Appeal

A member whose membership has been terminated has a right of appeal and may exercise that right by delivering written notice to the Secretary as provided by the by-laws.

7 Committees

- 7.1 The Board may appoint sub-committees and panels, responsible to the Board for particular purposes and will provide Terms of Reference and Guidelines relevant to those purposes.
- 7.2 The Board will appoint a Finance and Audit Committee with relevant Terms of Reference.

8 Chief Executive Officer

- 8.1 The Chief Executive Officer is the Secretary of the Association and is responsible to the Board.

9 Interstate and International Participation

- 9.1 The Association will participate in the annual All Australia Netball Championships and in interstate and international matches as determined by the Board.

10 Branches

- 10.1 Each Branch must enter and maintain a formal agreement with the Association regarding its own Constitution and function.
- 10.2 Each Branch must function in accordance with the provisions of the Branch Constitution and by-laws as approved by the Board of the Association.
- 10.3 To preserve the uniform purposes of the Branches, any amendment proposed by a Branch to its Constitution must first be approved by the Board.
- 10.4 The Board may disband any Branch which does not act within the Constitution and by-laws of the Association.

11 Finance and Accounts

11.1 Funds

- 11.1.1 Proper books of account must be kept by recording accurately the financial affairs of the Association and the usual particulars kept in financial records.
- 11.1.2 The funds of the Association consist of affiliation fees, capitation fees, levies, sponsorship receipts, grants and the like, and income from Queensland Netball Association Incorporated commercial ventures.

11.2 Financial Statements

- 11.2.1 The Financial Year for the Association will close on 31 December in each year.
- 11.2.2 The Finance Officer must present accounts incurred by the Association to be passed for payment by the Board. In

matters of urgency, payment may be made, but must be ratified at the next Board Meeting.

- 11.2.3 A statement showing the financial position of the Association must be tabled at the Board meetings and at General Meetings.
- 11.2.4 As soon as practicable after the end of each financial year, the Finance Officer must cause the preparation of statements containing particulars of:
- a. income and expenditure for the financial year just ended; and
 - b. the assets and liabilities of the Association and all mortgages, charges and securities affecting the property of the Association at the close of the financial year just ended.
- 11.2.5 All cash payments are limited to less than one hundred dollars (\$100.00), and receipts for all such payments must be received by the Secretary or other person authorised by the Board.
- 11.2.6 All amounts of one hundred dollars (\$100.00) or more must be made by cheque or electronic funds transfer authorised by any two (2) of the President, the Secretary, the Finance Officer or other persons authorised by the Board.

12 Auditor

- 12.1 The Auditor appointed by the Association must examine the statements referred to in Clause 11.2.4 and must present an Auditor's report to the Secretary prior to the next Annual General Meeting.
- 12.2 The Auditor must conduct a full and proper audit, examine the books, papers, records and correspondence dealing with the finances of the Association and make inquiries thought appropriate or expedient in reporting its financial affairs. The Auditor must audit the books prior to the Annual General Meeting or any adjournment and if requested by the Board, make a special audit at any time. The Auditor will conduct a continuous audit if deemed desirable.

13 Income and Property

- 13.1 The income and property of the Association must be used in promotion of its objects and in the exercise of its powers.
- 13.1.1
- a. The Board must provide for a common seal and for its safe custody.
 - b. The common seal will be used only by the authority of the Board and every instrument to which the seal is affixed will be signed by a member of the Board and will be counter-signed by the Secretary or by a second member of the Board or by some person authorised by the Board for the purpose.

14 Constitution

- 14.1 This Constitution may be amended, rescinded or added to from time to time by a special resolution at any General Meeting. No amendment, rescission or addition will be valid until submitted to, and approved by, the Director General of the relevant Government Department, Brisbane.
- 14.2 Notice of an Amendment by Special Resolution must be lodged with the Secretary of the Association at least forty-two (42) days prior to the date of the Annual General Meeting, a General Meeting or a Special Meeting called for the purpose of dealing with the Notice of Special Resolution.
- 14.3 Notice of the Special Resolution must state the specific resolution to be moved and the names of the proposer and the seconder.
- 14.4 Notice of the Special Resolution must be given to the secretary of each full member not less than twenty-one (21) days prior to the date of the General Meeting.
- 14.5 The Board may also give notice of a Special Resolution to amend the Constitution.
- 14.6 An amendment, rescission or addition to the Constitution requires support of seventy-five per cent (75%) of members present at the General Meeting and entitled to vote.
- 14.7 The Constitution and by-laws are equally binding on all members. If the Constitution is silent, or if interpretation is required, the Board will make a ruling which will be binding. For a ruling within a meeting, the chairperson will make the ruling which will stand unless a motion of dissent is passed by the meeting.

15 By-Laws

- 15.1 By-laws of the Association may be amended, rescinded or added to provided that at least seventy-five per cent (75%) of the Board Members approve the change.
- 15.2 Full members may amend, rescind or add By-laws of the Association at any General Meeting by Special Resolution which requires a Notice of Motion to be given in accordance with provisions of this Constitution and provided that at least seventy-five per cent (75%) of those present and entitled to vote approve of the change.

16 Indemnity

- 16.1 No affiliated organisation, club, official, delegate or member of the Association will have any claim, legal or otherwise, against the Association, its Board members or its appointees for any act done in good faith in the execution of their duties.
- 16.2 This Constitution repeals previous rules but, does not affect any right, duty or liability or any matters or act done or commenced, arising under the previous Constitution.
- 16.3 The Association will indemnify any Board member acting in good faith and within the scope of his or her duties against any claim, liability, loss or damage which may be incurred in consequence of any act, omission or error.

17 Disbandment

- 17.1 The Association will not disband unless with the consent of at least seventy-five per cent (75%) of its full members. The Motion to disband the Association, signed by the proposer and seconder, must be submitted in writing to the Secretary, who must give not less than seven (7) nor more than twenty-one (21) days notice to all full members and life members. The notice must be dealt with at a Special General Meeting of the Association. If carried by a seventy-five per cent (75%) majority of the full members and life members, notice to disband the Association must be sent to the All Australia Netball Association Limited.

The Association will automatically disband if the membership affiliation falls below ten (10) full members, clubs or teams.

18 Winding Up / Dissolution

- 18.1 If the Association is wound up or dissolved, the assets of the Association will be distributed as follows:
- a. Firstly, in satisfaction of all its debts and liabilities, of the Association.
 - b. the remaining assets will be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which limit the distribution of income and property among members as provided by Clause 13.1. The members of the Association will determine the institutions which will receive the distribution. No assets will be paid to or distributed among the members of the Association.
