



Cockburn Netball Club Inc

Constitution

Amended 2022

1. Name

The name of the Club shall be the Cockburn Netball Club Incorporated hereinafter referred to as 'The Club'.

2. Definitions and Interpretation

In this Constitution the following terms have the following meanings, unless the context requires otherwise

Act means Associations Incorporation Act 2015 (WA)

Club means the Cockburn Netball Club

Executive Committee means the Executive Committee referred to in Rule 7.1 **Financial Member** means a member who has renewed their membership of the Club and paid all applicable fees by the relevant due date

Financial Year mean the 12-month period ending 15 October in any year.

Member means a member (of any category) of the Club as defined by Rule 6 **Netball** means the game of netball as determined by the International Federations of Netball Associations

3. Objective

The objectives of the Club are to:

- (a) to promote, advance, foster and cultivate the game of Netball.
- (b) to educate, train, coach and encourage members of the Club in the game of Netball so that all members have the opportunity to reveal their maximum potential.
- (c) to act for its members in matters pertaining to Netball within the Fremantle Association.

4. Property and Income

4.1 The property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes.

4.2 Without derogating from Rule 4.1, the Club must not provide a payment or benefit to any member unless it is:

- (a) a bona fide re-imbursement of any expense or outgoing properly incurred on behalf of the Club in pursuit of its objects; or
- (b) a payment which:
 - (i) has been previously approved by a resolution of the Executive Committee for work or endeavours by that member for the benefit of the Club in pursuit of its objects, and
 - (ii) is on arms length and reasonable commercial terms.

5. Powers of the Club

5.1 Solely for furthering the objects set out above the Club has, in addition to the rights, powers and privileges conferred on it under the Act.

5.2 The Club is empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

6. Membership

6.1 Any person who is interested in the game of Netball shall be eligible to join the Club as a member.

6.2 Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not. Limits on the number of places available in each class of membership may be made by the committee from time to time.

6.3 Each Member shall be:

- (a) bound by the Constitution, By-laws, rules, codes of conduct and policies of the Club. (b) liable for such fees, charges, fines and subscriptions as may be fixed by the Club from time to time.
- (c) entitled to all advantages and privileges of membership.
- (d) entitled to hold office in the Club, other than Junior Members.

6.4 Membership Categories

There shall be the following categories of membership of the Club:

(a) Ordinary Member Any adult person who is a playing member of the Club.

(b) Social Member Any adult person other than an Ordinary, Life or Parent Member who is interested in promoting the Club, but who does not wish to participate in the playing activities of the Club, such as an umpire, Coach or Team Manager.

(c) Junior Member Any playing member under the age of 18 years but at least the minimum age for playing under the rules of FNA. Junior Members shall have no voting rights nor be entitled to hold any office in the Club.

(d) Parent Member Any parent or guardian of a Junior Member as so nominated on the Junior Member's application for membership to the Club (and if two or more parents or guardians are so nominated, then the parent or guardian who is first nominated on the application form).

(e) Life Member Any person elected as a life member of the Club.

(f) Committee Member Any adult person that is appointed to the Committee

6.5 Membership fees

The Annual Membership Fee shall be determined by the Executive Committee, upon receiving Netball WA and Fremantle Netball Association's Annual Fees for the forthcoming season. Life Members wishing to play, the Club will subsidise the full amount of their fees and there will be no cost to the player.

6.6 Life Membership

The Executive Committee may elect any member as a Life Member who has given outstanding service to the Club. Any member may nominate a person to the Executive Committee for consideration of Life Membership. The Executive Committee shall appoint a Life Member in accordance with the criteria and procedure set out in the Club Policies. Conditions, obligations and privileges of life memberships shall be as prescribed in the Club Policies.

6.7 Termination of membership

A player may withdraw from the club by giving notice in writing to the Registrar, all applications for refunds must be made in writing to the Executive Committee for their consideration.

6.7 Register of members of the Club

- (a) An authorised member of the committee will be responsible for keeping and maintaining, in an up to date condition, a register of members of the Club.
- (b) Records that are not active are archived and are generally kept for a period of seven (7) years.

- (c) Should a member request a copy of the member register then the committee will require a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is solely connected with the affairs of the Club. This is to be completed by the member before access to the member register is given.

6.8 Membership registration

- (a) All players shall complete the Club Registration Form, which shall be accompanied with the prescribed joining fee.
- (b) The committee will consider each application for membership of the Club and decide whether to accept or reject the application. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.
- (c) All players are required to be financial by the 1st of game of the playing season. Players who are unable to pay their fees by the subsequent date are to organise a payment plan with the Treasurer of the Club. Players not financial by this time will be deemed not financial and shall not play at the expense of financial players.
- (d) All financial players will be cleared unless conditions of obligatory or penalty prevail. Players have the right of appeal if refused a clearance and their case put before the Committee (e) Any Member who has not paid all monies due and payable by that Member to the Club shall (subject to the Management Committee's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. (f) The Club will register all players with the Fremantle Netball Association prior to the player participating in a match.

7. Committee

The Committee of the Club shall consist of:

- President (Chairperson)
- Vice President (Deputy Chairperson)
- Secretary
- Treasurer
- At least one ordinary committee member

- (a) Other coordinating roles and positions will be available for nomination that is responsible for managing the affairs of the Club. These will be determined by the current committee and will be available for nomination prior to or at the Annual General Meeting.
- (b) All the Committee shall be elected by the financial members present at the Annual General Meeting of the Club. All members of the Committee must be financial members of the Club who must be over 18 years old.
- (c) The terms of office for the members of the committee, begin when the member is elected at the Annual General Meeting and ends when the position is declared vacant at the end of a two (2) year term.
- (d) Nomination forms are submitted to the membership at least 28 days before the Annual General Meeting with the election to be conducted at the Annual General Meeting. A committee member is appointed once their nomination has been accepted by the quorum at the Annual General Meeting. Should a vacant position attract multiple nominations the Chairperson will call for a vote from the quorum, as detailed in point 7.4 Voting.
- (e) The Committee, subject to decisions made at the General Meetings, exercise all powers of the Club and do all such acts and things, as may be done by the Club or which it considers necessary or expedient to carry out the objects of the Club.
- (f) Should a vacancy occur in the Committee other than in the normal course of Elections, the Committee shall fill such vacancy from the financial members of the Club and such elected

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member shall hold office for the unexpired portion of their predecessor's term. Generally, these circumstances will include;

- Written resignation with 28 days' notice
- Death
- Insolvency/bankruptcy
- Loss of mental capacity
- Being removed from office by resolution of the Club at a General Meeting

(g) The Committee shall have power to delegate any of its powers to a sub-committee, to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President or the Secretary shall be ex-officio members of all sub-committees. (h) All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it afterwards discovered that there was some defect in the appointment of such member or any members of the Committee, be as valid and effective as if they had been properly appointed, unless it is proved the appointment was made in fraud or bad faith.

- (i) Any Committee Member elected onto the Committee must ensure they are fully informed about matters pertaining to the Club, by keeping up to date with matters, attending meetings, reading agendas, notifications and minutes.
- (j) Any Committee Member absent from two (2) consecutive meetings without an apology may be replaced, the replacement to be decided by the Executive Committee.
- (k) A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in attending a meeting or otherwise in connection with the Clubs business.

7.1 Executive Committee

(a) Members of the executive committee

The Executive Committee shall consist of the following members:

- President (Chairperson)
- Vice President (Deputy Chairperson)
- Secretary
- Treasurer

(b) roles of the executive committee

- i. President: The President of the Club is the Club's Chief Executive Officer and as such presided at General Meetings of the Club. The President shall be called the Chairperson at General and Committee meetings.
- ii. Vice President: The Vice-President shall assist the President of the Club and preside at meetings if the President is absent.
- iii. Secretary: The Secretary shall carry out their duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep records and carry out such duties as the Committee may from time to time direct.
- iv. Treasurer: The Treasurer shall collect all monies payable to the Club and give receipts the same. The Treasurer shall be present at each General Meeting and balance of the finances of the Club and shall keep proper books of accounts of all monies received and disbursed

(c) Power of the executive committee

The Executive Committee may exercise all such powers of the Club and carry into effect all such

objects of the Club as are not by these articles required to be exercised by the Club in a General Meeting.

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Without limiting the generality of the preceding words and in addition to the powers specifically discussed upon it, the Executive shall have power to:

- i. Administer the finances of the Club.
- ii. Appoint the bankers of the Club.
- iii. Direct the opening of bank accounts for the specific purposes and to transfer funds from one account to another, and to close any account.
- iv. Nominate the members whose signatures shall be the authority for withdrawal of funds from each account.
- v. Determine Annual Membership Fees payable by members and decide such levies, rates of charges as it deems necessary and advisable and to enforce payment thereof.
- vi. Adjudicate on all matters brought before it which in any way affect the Club or the game of Netball.
- vii. The Executive Committee shall meet at such times as may be deemed advisable for the efficient working of the Club. A meeting of the Executive shall be called at the direction of any Executive Member, after consultation with the Club President.

8. Meetings

The presence of a club or committee member at a meeting need not be by attendance in person but may be by that club or committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

8.1 Committee Meetings

- (a) The Committee shall meet at least 3 times a year to conduct the business of the Club.
- (b) The President of the Club shall take the Chair at all Committee Meetings. If the President is not present then the Vice President shall be elected to the Chair.
- (c) The Quorum for Committee meeting shall be four (4) members present in person. No business is to be conducted at a committee meeting unless a quorum is present. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting, the meeting is adjourned to the same time, day and place in the following week.

8.1.1 Notice of meeting

All committee members are to be given 48 hours' written notice before a committee meeting.

8.1.2 Order of business

- (a) The order of business at a committee meeting may be determined by the committee members at the meeting.
- (b) The procedure to be followed at a committee meeting must be determined from time to time by the committee.
- (c) The chairperson or, in the chairperson's absence, the deputy-chairperson must preside as chairperson of each committee meeting.
- (d) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of a meeting, the committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (e) A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee. A person invited to attend a committee meeting;
 - i. Has no right to any agenda, minutes or other document circulated at the meeting; and
 - ii. Must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
 - iii. Cannot vote on any matter that is to be decided at the meeting.

8.1.3 Voting

Voting at meetings, refer to section 8.4

8.1.4 Meeting minutes

- (a) The committee must ensure that minutes are taken and kept of each committee meeting. (b) The minutes of a committee meeting must be documented within 30 days of the meeting is held.
- (c) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by;
 - i. the chairperson of the meeting; or
 - ii. the chairperson of the next committee meeting.
- (d) The minutes must record the following;
 - i. the names of the committee members present at the meeting;
 - ii. the name of any person attending the meeting
 - iii. the business considered at the meeting;
 - iv. any motion on which a vote is taken at the meeting and the result of the vote.

8.2 Annual General Meeting

- (a) The Annual General Meeting of the members shall be held within three (3) months of the end of financial year, coinciding with the completion of the Fremantle Netball Association season. However, while the Association aims to hold its Annual General Meeting within three (3) months after the end of its financial year, it is aware that under the Act it can hold its Annual General Meeting up to four (4) months after the end of its financial year.
- (b) The President of the Club shall take the Chair at the Annual General Meeting. If the President is not present then the Vice President shall be elected to the Chair.
- (c) The Quorum for the Annual General Meeting shall be two (2) percent of the membership base in attendance. No business is to be conducted at a committee meeting unless a quorum is present. If there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If there is no quorum present within thirty (30) minutes after the time appointed for such adjourned meeting, then the meeting shall lapse altogether.
- (d) At all meetings the Chairperson's decision point of order shall be final.

8.2.1 Notice of meeting

The Secretary shall give at least ten (10) days' notice in writing to all Members of the date of the Annual General Meeting. The Notice of Annual General Meeting shall set out clearly the business for which the meeting has been called.

8.2.2 Order of business

The ordinary business of the annual general meeting is as follows;

- to confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed; • to receive and consider;
 - the committee's annual report on the Association's activities during the preceding financial year; and
 - if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act; ○ if

required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;

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- to elect the office holders of the Association and other committee members; The election of the Committee for the ensuing two (2) year term shall take place at the Annual General Meeting together with any other business mentioned in the notice paper convening the meeting.
- if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

8.2.3 Voting

Voting at meetings, refer to section 8.4

8.2.4 Minutes of meeting

- (a) The minutes of the annual general meeting must be documented within 30 days of the meeting is held.
- (b) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by;
 - iii. the chairperson of the meeting; or
 - iv. the chairperson of the next committee meeting.
- (c) The minutes must record the following;
 - v. the names of the club and committee members present at the meeting; vi. the name of any person attending the meeting;
 - vii. the business considered at the meeting;
 - viii. any motion on which a vote is taken at the meeting and the result of the vote; ix. the financial report presented at the meeting

8.3 Special general meetings

- (a) A Special General Meeting of members present shall be called at the request of the President or Secretary or at the written request of two (2) percent of the financial members of the Club.
- (b) The Quorum for a General Meeting shall be two (2) percent of the members present. If at any General Meeting, there be no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall lapse unless a majority of the members present decide to adjourn the meeting for a period not exceeding fourteen (14) days. If there is no quorum present within thirty (30) minutes after the time appointed for such adjourned meeting, then the meeting shall lapse altogether.
- (c) The President of the Club shall be the Chairperson at all General Meetings. Should they not be present, then the Vice-President shall be elected to the Chair, and if there be no Vice President, the members shall elect a member to take Chair.
- (d) At all meetings the Chairperson's decision point of order shall be final.

8.3.1 Notice of meeting

- (a) The secretary or, in the case of a special general meeting convened by the members, the members convening the meeting, must give to each member;
 - i. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. at least 14 days' notice of a general meeting in any other case.
- (b) The notice must;
 - i. specify the date, time and place of the meeting; and
 - ii. indicate the general nature of each item of business to be considered at the meeting;

8.3.2 Order of business

- (a) No business is to be conducted at a general meeting unless a quorum is present.

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- (b) The order of business at a special general meeting may be determined by the meeting attendees.

8.3.3 Voting

Voting at meetings, refer to section 8.4

8.3.4 Minutes of meeting

- (a) The minutes of the annual general meeting must be documented within 30 days of the meeting is held.
- (b) The minutes must record the following;
 - x. the names of the club and committee members present at the meeting; xi. the name of any person attending the meeting;
 - xii. the business considered at the meeting;

8.4 Voting at meetings

- (a) Members are able to vote in person, via phone or via ballot.
- (b) Each member present shall be entitled to one (1) vote.
- (c) Voting shall be by voice or show of hands, unless the majority of persons present request a ballot.
- (d) The Chairperson shall have the casting vote in addition to their deliberate vote. (e) Should a committee meeting have a conflict of interest regarding a matter under consideration they must abstain from voting.

9. Disciplinary action

- (a) The Disciplinary Board will consist of President, Vice-President and Secretary. (b) The Committee may expel from the Club or otherwise punish or penalise any member whose conduct, in the opinion of the Committee, is discreditable or injurious to the character or interests of the Club.
- (c) Before any member shall be expelled or otherwise punished or penalised, they shall be called before the Committee who shall enquire into their conduct giving such member every opportunity to defend them self and justify alleged conduct.
- (d) When the matter is enquired into and it is of the opinion that such members has been guilty of alleged misconduct, a recommendation on appropriate punishment (if any) or expulsion be made to a Special General Meeting for decision, but the guilty party be given the right of appeal to the Special General Meeting convened for this purpose.
- (e) Should any member fail to appear before the Committee to answer allegations the member shall be automatically suspended until they appear before the Club Committee. (f) If a resolution cannot be reached by the parties, the Club will escalate the matter to the Association to assist further in the matter. For further guidance refer to the Club Policy Booklet.

10. Finance

10.1 All funds of the Club shall be deposited into the Club's bank account at such bank as determined by the Executive Committee.

10.2 The club must keep financial records that correctly record and explain its transactions and financial position and performance. A statement showing the financial position of the Club shall be tabled at Committee Meeting by the Treasurer. The books of the Club must be retained for at least

seven (7) years after the transactions covered by the records are completed.

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10.3 All accounts due by the Club shall be paid by cheque or electronic bank transfers. All withdrawals require the signature or electronic bank approval of two of the following: President, Vice President, Secretary or Treasurer.

10.4 The accounts, books and all financial records of the Club shall be subjected to an audit, review or independent review (as the case may be under the Act) each year. The report from the auditor, reviewer or Independent Reviewer shall be attached to such Financial Statements.

11. Amendments to constitution

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following;

- to adopt these model rules;
- to alter its rules, including changing the name of the Club;
- to decide to apply for registration or incorporation as a prescribed body corporate; • to approve the terms of an amalgamation with one or more other incorporated associations;
- to be wound up voluntarily or by the Supreme Court and;
- to cancel its incorporation

(a) This shall be the only Constitution of the Cockburn Netball Club Incorporated and shall come into force forthwith and shall not be altered, varied, added to or repealed unless made by Special Resolution which is passed by a three-fourths (75%) majority of members present and entitled to vote at the Annual General Meeting or at a meeting specially convened for that purpose are in favour of such alteration, variation, addition or repeal.

(b) If any such proposed alteration, variation, addition or repeal is intended, written notice by the Secretary is required not later than 30 days prior to the date of such meetings. (c) Within one (1) month of the passing of a Constitution Change Motion, the Secretary shall notify The Commissioner of the amendment to the Constitution. The rule changes do not take affect until required documents are lodged with the Commissioner.

12. Dissolution

(a) If upon the winding up or dissolution of the Association there remains a surplus, the sum must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

(b) Surplus property, in relation to the Club, means property remaining after satisfaction of;

- i. all debts and liabilities of the Club; and
- ii. the costs, charges and expenses of winding up or cancelling the incorporation of the Club

But it does not include books relating to the management of the Club

(c) If the Club is solvent it may voluntarily resolve to wind up by special resolution passed by a majority of not less than three-fourths (75) percent of the members present and entitled to vote at a general meeting.

13. Execution of documents and common seal

- (a) The Club may execute a document without using a common seal if the document is signed by;
- i. Two (2) executive committee members; or
 - ii. One (1) executive committee member and a person authorised by the executive committee.

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14. Colours

The official Club colours shall be Green, Gold and Black, and designed in such manner as the Committee determines.

