**IMPALAS NETBALL CLUB INCORPORATED**

 **CONSTITUTION**

**1. NAME:**

The name of the club shall be “Impalas Netball Club Incorporated” (“the Club”).

**2. OBJECTS**

The objects of the Club shall be:

* a)  To further the interests of its members and promote the game of netball in the district.
* b)  To affiliate with and support the Baulkham Hills Shire Netball Association (“BHSNA”).

This support will also apply to any other Associations the Club may decide to affiliate with in the future.

**3. MEMBERSHIP**

* a)  Subject to these rules the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other people and organisations as the Executive Committee admits to membership.
* b)  Membership is open to all individuals who accept the objects and rules of the Club.
* c)  Individuals wishing to become members of the Club shall apply in a format approved by the Executive Committee.
* d)  The Executive Committee shall determine whether or not to accept an application for membership. The Executive Committee is not required to supply reasons for accepting or rejecting an application for membership.
* e)  A register shall be kept by the Club showing the name, address, email address and date of commencement and cessation of membership for each member. The register can be kept in written or electronic form. If kept in electronic form, a current hard copy has to be made available for any member to inspect at the Club’s official address. The Executive Committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.
* f)  Membership shall cease upon death, resignation, expulsion or failure to pay outstanding membership and/or competition fees within 3 months of the due date.
* g)  Any person may be elected a Life Member of the Club at an Annual General Meeting in recognition of 10 years outstanding service. The nomination must be in writing and proposed by at least 2 Club members. Each nomination must be approved by a majority of at least two-thirds (2⁄3) of the Executive Committee.

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 h) Members shall pay fees as are determined by the Club at the Annual General Meeting.

1. Membership fees shall fall due on a date fixed by the Executive which will be advised electronically and noted on the online Registration information.

**4. MEMBERS’ LIABILITY:**

The members of the Club shall have no liability to contribute towards the payment of debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club except to the amount of any unpaid membership fees.

**5. DISCIPLINING OF MEMBERS:**

* All matters of discipline are handled under the Netball NSW Members Protection Policy.

**6. MANAGEMENT BY COMMITTEE:**

* a) The Club shall have its affairs controlled and managed by the Executive Committee.
* b)  The Executive Committee shall consist of at least a President, Vice President, Secretary, Treasurer, Registrar, Umpire Co-ordinator, and Coaching Co-ordinator.
* c) The Executive Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Executive Committee may be filled by a member appointed by the Executive Committee and shall be ratified at the next General Meeting.
* d)  Members of the Executive Committee shall hold office from:
1. The date of their election or appointment until the end of the next Annual General Meeting; or

 ii)  Where the Annual General Meeting is held prior to the end of the BHSNA winter competition, the appointment commences on the day following the completion of that competition.

* e)  Retiring Executive Committee members are eligible for re-election.
* f) There is no maximum number of consecutive terms for which a committee member may hold office.
* g)  The Executive Committee shall meet as often as necessary to conduct the business of the Club.
* h)  Any member of the Executive Committee may convene an Executive Committee meeting. The Secretary must give notice of the meeting at least 48 hours prior to the time of the meeting.
* i)  Notice of Executive Committee meetings may be in written or electronic form or by such means as the Executive Committee may decide upon.
* j) The quorum for meetings of the Executive Committee shall be at least 5 Executive Committee members.

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* k)  A member of the Executive Committee shall cease to hold office upon death, resignation in writing, removal as a member of the Club or absence from 3 successive Executive Committee meetings without approval by the Executive Committee.
* l)  The Executive Committee may function validly provided its number is not reduced below the quorum. Should Executive Committee numbers fall below the quorum, the remaining Executive Committee members may act only to appoint new Executive Committee members.
* m)  Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
* n)  A Life Member is entitled to participate in any Executive Committee meeting with the same rights as any other Executive Committee member. However, a Life Member is not to be included in the quorum requirement stated in rule 6 j).

 **7. GENERALMEETINGS:**

* a)  The Executive Committee may, whenever it deems fit, convene a Special General Meeting of the Club. A Special General Meeting must be convened by the Executive Committee within 1 month of receiving a written request to do so from at least 8 members of the Club.
* b)  The club shall hold at least 3 General Meetings each year which includes the AGM.
* c)  At least 7 days notice of all General Meetings shall be given to members, in the case of General Meetings where a special resolution is to be proposed, notice of the meeting shall be given in writing or electronic form to members at least 21 days before the meeting.
* d)  An Annual General Meeting of the Club shall be held each year within 6 months from the end of the financial year of the Club. The financial year is 1 July to 30 June.
* e)  In the case of the Annual General Meeting the following business shall be transacted:
	+ i)  Confirmation of the minutes of the last Annual General Meeting and any recent special General Meetings;
	+ ii)  Receipt of the Executive Committee’s report up on the activities of the Club in the last financial year;
	+ iii)  Election of Executive Committee positions and other committees;
	+ iv)  Receipt and consideration of an audited statement from the Executive Committee which is not misleading and gives true and fair view for the last financial year of the Club’s:
	+ - income and expenditure;
	+ - assets and liabilities.
	+ V) Any other business deem necessary Page 3
* f)  Nominations of candidates for election as Executive Committee positions or other committees may be made at the Annual General Meeting or in such other ways as may be determined by the Club at a general meeting.
* g)  The quorum for the General Meeting shall be 10 members plus 5 executives and the Annual General Meeting shall be 15 members plus 5 executives.

If no quorum is present within 15 minutes of the notified time of the meeting, such meeting shall be postponed to such time, place and date to be fixed by the Executive Committee. Such meeting to be held within 6 weeks of the date of the original meeting.

* h)  If at the adjourned meeting a quorum is not present within 30 minutes of the notified time of the meeting, the members present, being not less than 5, shall constitute a quorum.
* i)  Voting at General Meetings and Annual General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter (3/4) majority is required.
* j)  All votes shall be given personally and there shall be no voting by proxy.
* k)  In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

**8. SPECIAL RESOLUTIONS:**

* a)  A special resolution may be passed by a General Meetings of the Club to effect the following changes:
	+ i)  A change of the Club’s name;
	+ ii)  A change of the Club’s Constitution;
	+ iii)  A change of the Club’s objectives;
	+ iv)  An amalgamation with another incorporated Association
	+ v)  To voluntary wind up the Club;
	+ vi)  To apply for registration as a Company or a Co-operative;
* b)  A special resolution shall be passed in the following manner:
	+ i)  A notice must be sent in written or electronic form to all members advising that a General Meetings is to be held to consider a special resolution;
	+ ii)  The notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
	+ iii)  A quorum must be present at the meeting;

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* + iv)  At least three quarters (3/4) of those present must vote in favour of the resolution;
	+ v)  In situations where it is not possible or practicable for are solution to be passed as described in (iv) above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

**9. EXECUTIVECOMMITTEE:**

* a)  The President or, in the President’s absence, the Vice President shall act as chairperson at each General Meeting and Executive Committee meeting.
* b)  If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.

 c) The Secretary shall ensure that records are kept of the business of the Club including the rules, register of members, minutes of all General, Executive Committee and other committee meetings and a file of correspondence. These records shall be available to any member upon request.

* d)  The Treasurer shall ensure that all money received by the Club is paid into an account in the Club’s name. All monies will be banked within 7 days of receipt. Payment shall be made through a petty cash system or from an online account by Direct Payment. Major or unusual expenditure shall be authorised in advance by the Executive Committee or a General Meeting.
* e)  The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club. These records shall be available for inspection by any member upon request and shall be held in the custody of the Treasurer. The Executive Committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.
* f)  The Executive Committee shall determine any additional roles and responsibilities.

**10. PUBLIC OFFICER:**

* a)  The Committee shall ensure that a person is appointed as Public Officer.
* b)  The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
* c)  The Public Officer shall be deemed to have vacated their position in the following circumstances:
* i) Death;
* ii) Resignation;

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* iii) Removal by the Executive Committee or at a General Meeting;
* iv) Bankruptcy of financial insolvency;
* v) Mental illness; or
* vi) Residency outside New South Wales

* d)  When a vacancy occurs in the position of Public Officer, the Executive Committee shall within 14 days notify the Department of Fair Trading by the prescribed form appoint a new Public Officer.
* e)  The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
* i) Appointment (within 14 days)
* ii)  A change of residential address (within 14 days)
* iii)  A change in the Club’s objects or Constitution (within 1 month)
* iv)  A change in the membership of the Committee (within 14 days)
* v)  of the Club’s financial affairs(within1month after the Annual General Meeting)
* vi)  a change in the Club’s name (within 1 month)
* f)  The Public Officer may be an Executive Committee member, or any other person regarded as suitable for the position by the Executive Committee.
* g)  The Public Officer is to ensure that a register is maintained of the members of the Club as specified in Rule 2 f).

**11. MISCELLANEOUS:**

* (a)  The Club shall effect and maintain insurance as is required under the Association Incorporation Act 2009 together with any other insurance which may be required by law or regarded as necessary by the Club.
* (b)  The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Club.
* (c)  On winding up or dissolution of the Club, surplus property is to be handed over to Baulkham Hills Shire Netball Association failing that to Netball NSW.
* (d)  Service of documents on the Club is effected by serving them on the Public Officer or by serving them personally on two members of the Executive Committee.

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