

**CONSTITUTION OF
ACT NETBALL ASSOCIATION INCORPORATED**

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PART 1 PRELIMINARY

1. NAME

The name of the Association is ACT Netball Association Incorporated.

2. OBJECTS OF THE ASSOCIATION

2.1 The objects of the Association are to:

- (a) organise, promote, control, and manage the sport of netball in the ACT in cooperation with its Member Associations.
- (b) promote, control, and manage Association facilities.
- (c) maintain membership with Netball Australia or its successors or assigns and actively participate in and support the objects of Netball Australia as it relates to the Australian Capital Territory.
- (d) select and manage netball teams to represent the ACT at national competitions held in and outside of the ACT.
- (e) develop talent identification pathways and programs for coaches, umpires, players, and officials.
- (f) promote the health and safety of players, officials and other individuals participating in netball in any capacity.
- (g) establish and maintain financial security by obtaining funds from all sources, including grants, private, government and institutional sources, sponsorship and loans and from Members through levies, and affiliation fees.
- (h) promote and foster equity and inclusion, recognise the importance of our First Nations people, and support principles of social justice within the ACT netball community.
- (i) engage with Members, stakeholders and governments for the benefit of netball in the ACT;
- (j) ensure we are a leading organisation in netball in Australia.
- (k) undertake and or do all things or activities which are necessary, incidental, or conducive to advance these Objects.

2.2 The Association is established solely for these Objects.

2.3 For the purpose of furthering all objects and functions of the Association as set out above, the Association has the legal capacity and powers afforded by the Incorporation Act.

3. DEFINITIONS AND INTERPRETATIONS

3.1 Definitions

In this Constitution, unless the context otherwise requires:

“**ACT**” means the Australian Capital Territory;

“**Appointed Director**” means a Director appointed to the Board in accordance with clause 14.4;

“**Association**” means ACT Netball Association Incorporated, including its successors or assigns;

“**Auditor**” means the Association’s auditor appointed at the annual General Meeting;

“Board” means the Board established under clause 13;

“By-Laws” means any by-laws made by the board under clause 34;

“Chair” means chair for the time being of the Association;

“Chief Executive Officer” means the Chief Executive Officer of the Association for the time being appointed under this Constitution;

“Common Seal” means the common seal of the Association as set out in clause 29;

“Committee” means a committee that may be established from time to time under clause 18.1;

“Constitution” means this Constitution as amended from time to time;

“Delegate” means the persons elected or appointed from time to time by a Member Association to represent and act for and on behalf of that Member Association at General Meetings;

“Disciplinary Matters Committee” means a Committee established by the Board to deal with disciplinary actions and matters of the Association;

“Director” means a member of the Board and includes an Appointed Director and an Elected Director;

“Elected Director” means a Director elected to the Board in accordance with clause 14;

“Financial Year” means the period 1 January to 31 December;

“First Directors” means the persons referred to in Schedule;

“General Meeting” means the annual or any other general meeting of the Association;

“Incorporation Act” means the *Associations Incorporation Act 1991 (ACT)* as amended from time to time;

“Individual Member” means a registered financial Member of the Association as per the Association’s registration platform;

“Life Member” means a person/individual Member on whom life membership of the Association has been conferred in accordance with any By-Laws;

“Member” means a member for the time being of the Association under clause 4;

“Member Association” means an organisation or association formed to promote netball in the ACT with objects similar to the objects of the Association and approved by the Board of the Association;

“NA” means Netball Australia or its successors or assigns;

“Nominations Committee” means a Committee established by the Board to deal with the nomination and appointment process of Directors of the Association;

“Objects” mean the objects of the Association as set out in clause 2;

“Policy” means the policies made by the board under clause 34;

“Presidents’ Forum” means a meeting convened by the Association between the Presidents of the Member Associations and the Directors of the Association. At least one (1) Presidents’ Forum will be convened in each calendar year.

“Public Officer” has the meaning and functions accorded to that person in accordance with the Incorporation Act;

“Rules” mean the rules of netball as recognised by NA from time to time; and

“Social Member” means any person participating in a non-member association competition run by the Association.

3.2 Interpretation

In this Constitution except where the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include any other gender;
- (e) another grammatical form of a defined word or expression has a corresponding meaning;
- (f) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to ‘writing’ will unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form, including messages sent by electronic mail;
- (i) a reference to A\$, \$A, dollar or \$ is to Australian currency; and
- (j) the meaning of general words is not limited by specific examples introduced by including, for example similar expressions.

PART 2 MEMBERSHIP

4. MEMBERSHIP OF ASSOCIATION

4.1 The Members of the Association shall consist of:

- (a) the Member Associations, which subject to this Constitution, shall be represented by their Delegates who have the right to attend and debate and, in the case of one Delegate, vote at General Meetings for and on behalf of their Member Associations;
- (b) Individual Members who may attend General Meetings but otherwise have no right to debate or vote at General Meetings (unless also a Delegate); Individual Members must be
 - (i) a financial player or non-player registered with a Member Association; or
 - (ii) a financial non-player selected or appointed by the Association to fill a position in any Association representative teams, training or development squads or any other such event or position as determined by the Board
- (c) Life Members who may attend General Meetings and who have the right to participate in debate at those General Meetings but who have no right to vote at General Meetings (except if the Life Member is also a Delegate); and
- (d) Social Members who may attend General Meetings but otherwise have no right to debate or vote at General Meetings

4.2 Members are required to agree to be Members of the Association and NA, provide details as required for the register of Members and pay the appropriate membership and affiliation fees and levies to be considered financial members.

5. REGISTER OF MEMBERS

5.1 The Public Officer must keep and maintain a register of Members and must enter the following information:

- (a) name and contact details;
- (b) the date the person or Member Association became a Member of the Association;
- (c) Membership type; and
- (d) such information as is required under the Act or the Association from time to time.

5.2 Inspection of register of Members

- (a) Having regard to privacy and confidentiality considerations, a Member may request in writing, and the Association must provide within seven (7) days of such a request, an extract of the Association's register of Members.
- (b) The Association may require a request for an extract of the Association's register of Members to be accompanied by a reasonable fee for the cost of providing the extract.

- (c) A Member may request in writing to the Board that the personal information of the Member, which is stored on the register of Members, be restricted so that only the Chief Executive Officer or Board is permitted to access the personal information.
- (d) In considering a request by a Member in accordance with clause 5.2 (c) the Board must accept such a request if it is satisfied that there are special circumstances to justify doing so, otherwise the Board must refuse the request and notify the Member in writing of its reasons for refusal.
- (e) If the Board accepts a request made in accordance with clause 5.2 (c) access to the personal information of the Member stored in the Association's Membership register must be restricted to only the Chief Executive Officer and the Board.
- (f) If the Board refuses a request made in accordance with clause 5.2 (b) the personal information of the Member stored in the Association's register of Members, must not be disclosed for a period of 28 days after the Board has provided notice in writing to the Member of the refusal.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

6.1 A right, privilege or obligation that a person has because of being a Member:

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of Membership.

7. FEES AND LEVIES

7.1 The fees and levies of the Association payable by Members

- (a) are \$1 or such other amounts as are determined by resolution of the Board from time to time; and
- (b) are payable as determined by resolution of the Board from time to time.

7.2 Consequences of Non-Payment

Any Member Association which has not paid all monies due and payable by that Member Association to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Any suspension shall continue until the Member Association is reinstated by the Board.

8. RESPONSIBILITIES OF MEMBER ASSOCIATIONS

8.1 **Each Member Association must:**

- (a) be incorporated.
- (b) appoint up to two Delegates to represent it at General Meetings and other relevant meetings in accordance with this Constitution and may change their Delegates from time to time at their discretion by providing written notice to the Association.
- (c) provide the Association with copies of its annual audited or reviewed financial statements, annual report and associated documents as presented to its members within 30 days of its annual General Meeting. This information will be used for the purposes of ensuring ongoing financial viability and sustainability for netball at a district level. It will not be used for any other purpose without written permission of the Member Association.
- (d) apply its property and capacity solely in pursuit of its objects, which must be aligned, and not inconsistent, with the Objects.
- (e) do all that is reasonably necessary to enable the Objects to be achieved by the Association.
- (f) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and netball, its standards, quality and reputation for the collective and mutual benefit of the Members and netball.

- (g) at all times operate with, and promote, mutual trust and confidence between the Association and the Members.
- (h) at all times act on behalf of and in the interests of netball; and
- (i) ensure that its President or that person's nominee attends Presidents Forums as convened by the Association from time to time.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) Subject to this Constitution any Member Association which has paid all monies due and payable to the Association and has no other actual or contingent liability to the Association may resign from the Association by giving three months' notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) Any Member Association ceasing to be a Member:
 - (j) will not be entitled to any refund (or part refund) of a subscription or any other monies due and payable to the Association; and
 - (ii) will remain liable for and will pay to the Association all subscriptions and monies which were due at the date of ceasing to be a Member.

9.2 Expiration of Notice Period

Upon the expiration of any notice period applicable under clause 9.1 an entry, recording the date on which the Member Association gave notice and ceased to be a Member shall be recorded in the register of Members.

9.3 Other reasons for Cessation of Membership

In addition to clause 9.1, a Member will cease to be a Member:

- (a) if that Member's status or conduct in the Board's opinion renders it undesirable that that Member continue to be a Member (and the Board has the right to expel that Member in accordance with the Constitution or the Policies);
- (b) where the Member is an Individual Member, if the Member:
 - (i) dies;
 - (ii) ceases to be a Member in accordance with clause 9.6; *or*
- (c) where the Member is a Member Association, if:
 - (i) a liquidator, administrator or receiver is appointed in connection with the winding up of the Member
 - (ii) the Member suffers any form of insolvency event; or
 - (iii) an order is made by a Court for the winding up or deregistration of the Member.

9.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including intellectual property. Any Association documents, records or other property in the possession, custody or control of that Member will be returned to the Association immediately.

9.5 Membership may be Reinstated.

Membership may be reinstated at the discretion of the Board, on application by the relevant Member in accordance with this Constitution and otherwise on such conditions as the Board sees fit.

9.6 Cessation of Membership

Where a Member Association ceases to be a Member in accordance with this Constitution or the Act, the continuing membership of Individual Members of that Member Association will be determined at the sole discretion of the Board.

10. DISPUTE RESOLUTION

10.1 Dispute Resolution Procedure

- (a) The dispute resolution procedure applies to disputes under this Constitution between a Member or Director and:
 - (i) one or more Members;
 - (ii) one or more Directors; or
 - (iii) the Association.
- (b) Those involved in the dispute must try to resolve it between themselves within 14 days.
- (c) If those involved in the dispute do not resolve it under clause 10.1, they must within 10 days:
 - (i) tell the Board about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (d) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:
 - A. for disputes between Members, a person chosen by the Board; or
 - B. for other disputes, a person chosen by the president of the ACT Law Society.
- (e) A mediator chosen by the Board:
 - (i) may be a Member or former Member of the Association;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (f) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.
- (g) Where a dispute cannot be resolved through mediation the Board may appoint an unbiased decision maker to resolve the dispute.

11. DISCIPLINE OF MEMBERS

11.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws, the Policies or the Rules or any resolution or determination by the Board; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or netball; or
- (c) brought the Association or netball into disrepute;

the Board may by way of ordinary resolution instigate disciplinary proceedings against that Member.

11.2 Disciplinary Procedure

If the Board passes a resolution under clause 11.1 the Chief Executive Officer must, as soon as practicable upon receipt of advice from the Board under clause 11.1, serve on the Member a notice in writing:

- (a) setting out the alleged breach by the Member and the grounds on which it is based;

- (b) stating that the Member may address the Board) at a hearing to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that hearing,
- (d) informing the Member that he or she may do one or more of the following:
 - (i) attend that hearing and be given an opportunity to make oral representations; and
 - (ii) give the Board), before the date of the hearing, a written statement regarding the alleged breach.

11.3 Outcome

- (a) At a hearing held in accordance with clause 11.2, the Board shall:
 - (i) give to the Member every opportunity to be heard;
 - (ii) give due consideration to any written statement submitted by the Member;
 - (iii) by resolution determine whether the alleged breach occurred; and
 - (iv) advise the Member in writing of the decision, reasons for the decision, and any penalty determined by the Board.
- (b) If the Board makes a resolution under clause 11.3(a)(ii), the Chief Executive Officer must within 7 days of that confirmation, provide the Member with written notice confirming the resolution and the Members right of appeal under clause 11.5.
- (c) The resolution does not take effect until any appeal process under clause 11.5 has been completed.

11.4 Disciplinary Matters Committee

The Board may delegate any of its powers under clause 11.1, 11.2 and 11.3 to a Disciplinary Matters Committee in which case all references to the Board shall be regarded as a reference to the Disciplinary Matters Committee.

11.5 Appeals

A Member may appeal the outcome of a disciplinary matter in accordance with the Association's relevant By-Laws.

11.6 Jurisdiction to Hear Matters

The Association may choose to not accept an appeal or other matter under this clause 11 where it considers it has been properly addressed by a Member Association.

11.7 Non Application of Clause 11

This clause 11 will not apply to any incident or matter to which the By-Laws, the Policies, or the Rules apply, and which include a disciplinary procedure. Any disciplinary matter which may be dealt with in accordance with the By-Laws, the Policies or the Rules will be dealt with in accordance with the disciplinary procedure set out in such By-Laws, Policies or Rules.

PART 3 BOARD

12. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association will be governed, and the powers of the Association will be exercised, by the Board. The Board will act in accordance with the Objects of the Association and will operate for the collective and mutual benefit of the Association, the Members and netball.

13. COMPOSITION AND TERM OF THE BOARD

13.1 Composition

The Board will, subject to this Constitution, comprise six (6) Directors being:

- (a) Three (3) Elected Directors elected under clause 14; and

- (b) Three (3) Appointed Directors who will be appointed by the Board.

Membership of the Association is not a prerequisite for nomination or appointment to the Board. A Director is not required to be a Member but must, prior to being elected or appointed as a Director, agree to be bound by the Constitution and the Policies.

The Chief Executive Officer will be a non-voting member of the Board and will not be considered for formulating the required quorum in accordance with clause 16.4.

13.2 Ineligibility to Hold Board Position

The following are ineligible to be elected, or to be appointed, to the Board:

- (a) An office holder of any Member Association (for clarity an office holder of a Member Association may nominate for the Board, but must resign from that office immediately on election or appointment to the Board);
- (b) An employee of the Association or of any Member Association (for clarity an employee is not a person who receives an honorarium from the Association or a Member Association)
- (c) A former Chief Executive Officer of the Association, if a period of three (3) years has not elapsed since that person served as Chief Executive Officer; and
- (d) A former Elected or Appointed Director of the Association who has served two (2) consecutive terms (a maximum tenure of six (6) years), if a period of three (3) years has not elapsed since that person served as a director.
- (e) Any section of the Incorporation Act that results in a person being considered ineligible.

13.3 Term of Office for Directors

- (a) Elected Directors will be elected for a period of three (3) years. An Elected Director's term of office will expire at the conclusion of the third annual general meeting following the date of his or her election. An Elected Director may serve two (2) consecutive terms (a maximum tenure of six (6) years).
- (b) Appointed Directors will be appointed for a period of up to three (3) years which period will commence and conclude at the discretion of the Board. An Appointed Director may serve two (2) consecutive terms (a maximum tenure of six (6) years).
- (c) Notwithstanding any other clause of this Constitution, the transitional provisions for First Directors as set out in Schedule 1 to this Constitution will apply from the first annual General Meeting following the adoption of this Constitution.

14. ELECTION AND APPOINTMENT OF DIRECTORS

The election of Elected Directors and the appointment of Appointed Directors will be in accordance with following clauses, the transitional provisions in Schedule 1, and any relevant By-Laws. A Nominations Committee will be established by the Board and will act in accordance with the By-Laws.

14.1 Nominations for Elected Directors

- (a) Nominations for Elected Directors will open twenty-eight (28) days prior to the annual General Meeting and close at 12 noon on the twenty-first day after nominations have opened.
- (b) A notice calling for nominations must include the number and description of positions available as well as details of the necessary requirements and qualifications (if any) applicable to the positions.
- (c) Nominations for Elected Director positions must be in writing and address any requirements set out in the notice.

- (d) Notices calling for nominations will be provided to all Member Associations in writing and posted on the Association’s website.
- (e) Nominations for Elected Director positions must be delivered to an appointed returning officer no later than 12 noon on the twenty-first day after nominations have opened.
- (f) Nominations for Elected Directors will be reviewed by the Nominations Committee and a report with recommendations will be provided to the Member Associations no later than 48 hours prior to the annual General Meeting.

14.2 Election of Elected Directors

- (a) Elections for Elected Directors will be held at an annual General Meeting where a secret poll will be conducted. Elected Directors will be elected by a simple majority of eligible votes cast by Member Associations in attendance at the annual General Meeting.
- (b) If the number of nominations received for Elected Director positions is equal to the number of vacancies to be filled, a simple majority of eligible votes cast by Member Associations in attendance at the annual General Meeting is still required for an Elected Director position to be filled.
- (c) If insufficient nominations or votes are received for any vacant positions, the Board may fill a vacancy in accordance with clause 15.2

14.3 Nominations for Appointed Directors

- (a) Nominations for Appointed Directors will open and close on dates and times set by the Board from time to time.
- (b) A notice calling for nominations, must include the number and description of positions available as well as details of the necessary requirements and qualifications (if any) applicable to the position will also be provided.
- (c) Nominations for Appointed Director positions must be in writing and address any requirements set out in the notice.
- (d) Notices calling for nominations will be provided to all Member Associations in writing and posted on the Association’s website.
- (e) Nominations for Appointed Directors will be reviewed by the Nominations Committee and a recommendation on the appointment of Appointed Directors will be made to the Board.

14.4 Appointment of Appointed Directors

- (a) The Board will confirm the appointment of Appointed Directors, as recommended by the Nominations Committee, as soon as is practicable after receiving the recommendation from the Nominations Committee.

15. VACANCIES OF DIRECTORS

15.1 Vacancy in the office of a Director

For this Constitution, the office of a Director becomes vacant if the Director:

- (a) dies; or
- (b) resigns the office; or
- (c) subject to section 50 of the Incorporation Act, is removed by resolution of the Association in general meeting before the end of the Board member’s term of office expires; or
- (d) becomes bankrupt or personally insolvent; or
- (e) becomes incapacitated, preventing their ability to undertake Director’s duties; or
- (f) is disqualified from office under section 63 or section 63B of the Incorporation Act; or
- (g) is subject to a disqualification order under section 63A of the Incorporation Act; or
- (h) is absent without the consent of the Board from all meetings of the Board held during a four-month period or two consecutive meetings.

15.2 Casual Vacancies

Any casual vacancy occurring in the office of a Director will be filled by the Board from appropriately qualified persons. Any such vacancy will only be filled for a term determined by the Board in each case, being either:

- (a) for the remainder of the Director's term under this Constitution; or
- (b) until the next annual General Meeting.

15.3 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may only act for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

16. MEETINGS OF THE BOARD

16.1 Board to Meet

The Board will meet a minimum of six (6) times per year but as often as is deemed necessary to address the business of the Association. Meetings of the Board will be held at such place and time as the Board may determine and using any technology that gives the Board members as a whole a reasonable opportunity to participate in meetings.

16.2 Chair

- (a) The Chair will be elected by the Board at its first meeting following the annual General Meeting.
- (b) The Chair will chair any Board meeting at which they are present. If the Chair is not present, or is unwilling or unable to preside, the remaining Directors will appoint one of their number to preside as chair for that meeting only.

16.3 Decisions of the Board

- (a) Questions arising at a meeting of the Board will be decided by majority of votes of the Directors present at the meeting. Each Director present at a Board meeting is entitled to one vote. In addition to his/her vote, the Chair may cast a deciding vote.
- (b) A resolution in writing, signed or agreed to by electronic communication by all of the Directors will be as valid and effectual as if it has been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form signed or assented to by one or more of the Directors.

16.4 Quorum

At meetings of the Board the number of Directors whose presence or participation is required to constitute a quorum is four (4) Directors of the Board.

16.5 Notice of Board Meetings

Oral or written notice of a meeting of the Board must be given by the Chief Executive Officer to each Director at least seven (7) days before the appointed time for the meeting. Directors may agree to a shorter notice meeting.

17. DISCLOSURE OF MATERIAL PERSONAL INTERESTS

- 17.1 In accordance with the Incorporation Act, if a Director has a material personal interest in a matter being considered by the Board, the Director must:

- (a) disclose the nature and extent of the interest, and the relation of the interest to the activities of the Association, to the Board as soon as the Board member becomes aware of it;
- (b) disclose the nature and extent of the interest, and the relation of the interest to the activities of the Association, at the next general meeting of the Association;
- (c) not be present while the matter is being considered; and
- (d) not vote on the matter.

- 17.2 If there are insufficient Directors without a material personal interest to for a quorum to vote on a matter, a General Meeting of the Association may be called, and a resolution may be passed to deal with the matter.
- 17.3 Whether a Director has a personal material interest or not is to be determined in accordance with section 65 of the Incorporation Act.
- 17.4 Any material personal interest disclosed by a Director must be recorded in the minutes of the applicable meeting, including the nature and extent of the interest, and the relation of the interest to the activities of the Association.
- 17.5 The Chief Executive Officer must maintain a register of declared conflicts of material personal interests.

18. DELEGATIONS BY THE BOARD

18.1 Board may Delegate Functions

The Board may, in writing, create or establish or appoint from among its own Directors, the Members, or otherwise, Committees, individual officers or consultants to carry out such duties and functions, and with such powers as the Board determines, other than:

- (a) this power of delegation; or
- (b) a function that is a function imposed on the Board or Chief Executive Officer by the Incorporation Act, by law or this Constitution.

18.2 Delegated Function Exercise in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

18.3 Delegation may be Conditional

A delegation under this clause may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, which may be specified in the instrument of delegation.

18.4 Board may Continue to Act

The Board may continue to exercise any function delegated.

18.5 Exercise of Delegation has Same Effect as if Done by Board

Any act or thing done or suffered acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.

18.6 Revocation of a Delegation

The Board may, in writing, revoke wholly or in part any delegation under this clause.

PART 4 GENERAL MEETINGS OF THE ASSOCIATION

19. DELEGATES

19.1 Each Member Association shall appoint up to two Delegates (by written notice to the CEO), one of whom shall be a voting Delegate.

19.2 Each Member Association has one vote at a General Meeting.

19.3 A Delegate must:

- (a) be appropriately empowered by the appointing Member Association to consider, make decisions and vote at General Meetings; and
- (b) not be a Director of Association.

19.4 A Delegate is entitled to:

- (a) exercise at a General Meeting all the powers which the Member Association which appointed them could exercise if it were a natural person; and
- (b) be counted towards a quorum on the basis that the Member Association is to be considered personally present at a General Meeting by its Delegates.

20. GENERAL MEETINGS

20.1 General Meetings will be held at such place and time as the Board may determine and using any technology that gives the Members in attendance a reasonable opportunity to participate in meetings.

20.2 Annual General Meeting

An annual General Meeting of the Association will be held once a year in accordance with the provisions of the Incorporation Act and this Constitution and on a date and at a venue to be determined by the Board.

20.3 General Meetings

- (a) The Board may, whenever it thinks fit, convene a General Meeting of the Association. Any General Meeting shall be held in accordance with this Constitution and the Incorporation Act.
- (b) Member Associations may in writing to the CEO requisition the holding of a General Meeting. The Directors must call a General Meeting as soon as practicable after receiving that requisition. Such requisition must state the objects of the meeting and must be signed by 50 per cent plus one (1) of the Member Associations.

21. NOTICE OF GENERAL MEETINGS

21.1 Notice of every General Meeting shall be given to Member Associations (being the only voting Members of Association) and all Directors and Life Members in writing. Notice will be published on the Association's website (if any) for the benefit of all other Members. No other person shall be entitled as of right to receive notices of General Meetings.

21.2 Notice of General Meetings including notice of an intention to propose a special resolution shall be given at least 21 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.

- 21.3 The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 14 days prior to the General Meeting, together with any Notice of Motion received from Member Associations in accordance with clause 24.
- 21.4 Observers are permitted to attend any General Meeting as approved by the Board.
- 21.5 Notice of General Meetings to Member Associations (being the only voting Members of the Association) and all Directors and Life Members given in accordance with clause 21.1 will be given by:
- (a) email to a nominated email address; or
 - (b) any other means deemed appropriate by the Board.

22. ENTITLEMENT TO ATTEND A GENERAL MEETING

No Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with clause 7) then due and payable to the Association are paid. This rule does not apply where the monies alleged due and payable are the subject of a legitimate dispute or investigation.

23. BUSINESS

23.1 Business of Annual General Meetings

The business to be transacted at the annual General Meeting includes:

- (a) consideration of financial reports.
- (b) consideration of the annual report of the Board.
- (c) appointment of Auditor;
- (d) election of Directors in accordance with clause 14;
- (e) consideration of the Association's Constitution and its compliance with the Incorporations Act;
- (f) business set out in a Notice of Motion submitted in accordance with clause 24 and
- (g) any other matter considered relevant by the Board

23.2 Business Transacted

In the case of the annual General Meeting and a General Meeting, no business or general business other than that stated on the annual General Meeting or General Meeting notice shall be transacted at that Meeting.

24. NOTICE OF MOTION

A Member Association may submit a notice of a resolution in writing that they propose to move at a General Meeting in accordance with the Incorporation Act ("**Notice of Motion**"). Any Notice of Motion for inclusion as business at a General Meeting must be submitted in writing to the CEO not less than 45 days (excluding receiving date and General Meeting date) prior to the General Meeting.

25. PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. A quorum for General Meetings of the Association shall be a 50 per cent plus one (1) of the Member Associations (where for the purposes of determining if a quorum is present, only one Delegate from each Member

Association is to be counted).

25.2 Chair to Preside

The Chair will, subject to this Constitution, preside as the Chair at every General Meeting of the Association. If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who will, subject to this Constitution, preside as the chair (and have the rights of the Chair) for that General Meeting only.

25.3 Cancellation and Adjournment of General Meeting

- (a) If within half an hour from the time appointed for the General Meeting (or as agreed by the General Meeting), a quorum is not present the General Meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting, the General Meeting will lapse.
- (b) The Chair may, with the consent of Delegates, adjourn any General Meeting at which a quorum is present, and will, if so directed by the General Meeting, adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- (d) Except as provided in clause 25.3(c) it will not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned General Meeting.
- (e) The Board may cancel or adjourn a General Meeting, but this power does not extend to General Meetings requisitioned by the Members.

25.4 Voting Procedure

A resolution put to the vote of the General Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by any Delegate.

25.5 Chair Has a Casting Vote

Where a vote at a General Meeting is tied the Chair may exercise a casting vote. In the case of a tied vote on the election of an Elected Director, the Chair will exercise a casting vote, but will be guided on that vote by the recommendations of the Nominations Committee.

25.6 Recording of Determinations

Unless a poll is demanded under clause 25.4 a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

25.7 Where Poll Demanded

If a poll is duly demanded under clause 25.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the General Meeting at which the poll was demanded.

25.8 Resolutions at Meetings

Except where a special resolution is required, all questions at General Meetings shall be determined by the majority of votes. A special resolution requires at least 75% of the votes of those

Members present and entitled to vote.

25.9 No Appointment of Proxies

No voting by proxy is permitted at a General Meeting.

PART 5 MISCELLANEOUS

26. CHIEF EXECUTIVE OFFICER

26.1 Appointment of Chief Executive Officer

A Chief Executive Officer will be appointed by the Board, for such term and on such conditions as the Board thinks fit.

26.2 The Chief Executive Officer will:

- (a) be responsible for the day to day management of the Association subject to the supervision of the Board of Directors;
- (b) as far as practicable attend all Board meetings and General Meetings;
- (c) prepare the notice of and agenda for all Board meetings and all General Meetings;
- (d) ensure that minutes of the proceedings of all Board meetings and General Meetings are recorded and prepared; and
- (e) make recommendations and report to the Board and ensure that all directions and decisions of the Board are carried out effectively, efficiently and in a timely manner

26.3 Broad Power to Manage

Subject to the Incorporation Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the General Meeting will invalidate any prior act of the Chief Executive Officer which would have been valid if that resolution had not been passed.

26.4 Chief Executive Officer May Employ

The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time. Such appointments will be for such period and on such conditions as the Chief Executive Officer and the Board determine.

27. APPOINTMENT OF PUBLIC OFFICER

27.1 The Public Officer must be:

- (a) a person eligible under section 57 of the Incorporation Act to be the Public Officer; and
- (b) appointed by the Board.

28. FINANCE AND RECORDS

28.1 Source of Funds

Subject to section 114 of the Incorporation Act and solely for furthering the Objects of the Association, the funds for the Association will be derived from fees, levies, annual subscriptions, grants, sponsorship, donations, income from investments, and subject to any resolution passed by the Board, and subject to section 14 of the Incorporation Act, such other sources as the Board determines or a General Meeting determines.

28.2 Association to Keep Records

The Association will establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and will produce these as appropriate at each Board meeting or General Meeting.

28.3 Records Kept in Accordance with the Act

Proper accounting and other records will be kept in accordance with the Incorporation Act and generally accepted accounting principles. The books of account, documents and securities of the Association will be kept in the care and control of the Chief Executive Officer.

28.4 The Association to Retain Records

The Association shall retain such historical records as it sees fit. Financial records will be retained for not less than seven (7) years after the completion of the transactions or operations to which they relate.

28.5 Execution of Documents

- (a) All financial instruments of the Association will be signed in accordance with the delegations as determined by the Board.
- (b) Unless otherwise specified by the Board from time to time all deeds or documents requiring execution by the Association will be signed for and on behalf of the Association by two (2) Directors of the Board or by the Chief Executive Officer and one (1) Director for the time being. Any minute of a meeting signed by the Chair purporting to grant such right of execution shall be receivable as *prima facie* evidence of such authority.

28.6 Board to Submit Accounts

The Board will submit to the annual General Meeting the accounts of the Association for the Financial Year in accordance with this Constitution and the Incorporation Act.

28.7 Inspection of Books and Access to Documents

- (a) If requested by a Member, the Board must permit such Member to inspect:
 - (i) this Constitution;
 - (ii) the minutes of each general meeting;
 - (iii) the audited financial statements;
 - (iv) the annual reports;
 - (v) a summary of the minutes of a meeting of the Board; and
 - (vi) a copy of the deeds of any trust relevant to the Association;
- (b) Subject to the Incorporation Act, no Member is entitled to inspect the Association's financial records, accounts, books, securities, Board minutes or other records held by the Association.
- (c) Prior to making any documents available to a Member, the Board may, at its discretion, require the Member to state the purpose for requiring a copy of any of the documents in 28.7(a).
- (d) In accordance with the Incorporation Act, the Board may refuse access to a document in 28.7(a) if satisfied that allowing access would be prejudicial to the interests of the Association.
- (e) The Board may make policies in accordance with clause 34 which specifies:
 - (i) the process a Member must follow to request a document;
 - (ii) the fee payable by a Member to obtain each copy of a document; and
 - (iii) the circumstances in which access to a document will be allowed or restricted.

29. COMMON SEAL

- 29.1 The Association shall have a Common Seal as prescribed in the Incorporation Act. The Common Seal will be kept in the custody of the Chief Executive Officer and not affixed to any instrument except with the authority of the Board. The affixing of the seal will be attested to by the signatures of any two (2) Directors of the Board or the Chief Executive Officer and one (1) Director or as determined by the Board from time to time.
- 29.2 Notwithstanding clause 29.1, a document may be executed without using a common seal in accordance with the Incorporation Act.

30. SERVICE OF NOTICE

For this Constitution, the Association may serve notice on a Member by sending it to the Member at the Member's postal or email address as nominated or shown in the register of Members, or by any other means deemed appropriate by the Board

31. AUDITOR

The Auditor must be a person eligible or required under section 74 or 76 of the Incorporation Act to audit the accounts of the Association. The Auditor will be appointed by a General Meeting and the remuneration of the Auditor fixed by the Board.

32. INCOME AND PROPERTY

32.1 Application of Income and Property

- (a) The income and property of the Association will be applied solely towards the promotion of the Objects of the Association.
- (b) No portion of the income or property of the Association will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth will be paid or given by the Association to any Member who holds any office of the Association.
- (d) Nothing contained in clauses 32.1(b) or 32.1 (c) will prevent payment in good faith to any Member:
 - (i) for any service actually rendered to the Association whether as an employee or otherwise;
 - (ii) for goods supplied to the Association in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Association;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association; or
 - (vi) provided that such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

32.2 Winding Up of Association

- (a) Subject to clause 32.2(b), if the Association is wound up or dissolved any property which remains after all debts and liabilities have been satisfied will not be distributed to Members but will be given or transferred to an association that fulfils the requires of section 92(2) of the Incorporation Act or in a fund, authority or institution that meets the requirements of section 92(1)(b) of the Incorporation Act.
- (b) Any association, fund, authority or institution to which property is to be given or transferred under clause 32.2(a) will:
 - (i) be nominated by special resolution passed by the Members at or before the time of the winding up or dissolution of the Association; or

- (ii) where no nomination is made under clause 32.2 (b)(i) vest in the Registrar General in accordance with section 92(1)(c) of the Incorporation Act.

33. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payments of debts and liabilities of the Association or the costs, charges and expenses of winding up the Association is limited to the amount, if any, unpaid by the Member in respect of his or her Membership as required by section 51 of the Incorporation Act and by clause 7.

34. BY-LAWS AND POLICIES

34.1 Board to Formulate By-Laws and Policies

The Board may (by itself or by delegation) formulate, approve, issue, adopt, interpret and amend such By-Laws and Policies for the proper advancement, management and administration of the Association and the advancement of the Objects as it thinks necessary or desirable. Such By-Laws and Policies must be consistent with this Constitution and the Incorporation Act and to the extent that there is an inconsistency, this Constitution and the Incorporation Act will prevail.

34.2 By-Laws and Policies Binding

All By-Laws and Policies made under this clause will be binding on the Association and Members.

34.3 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws and Policies will be advised to Member Associations by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member Associations are obliged to draw such notices to the attention of their respective members. Notices are binding on all Members.

35. INDEMNITY

35.1 Directors to be Indemnified

Every Director, auditor, employee or agent of the Association will be indemnified out of the property or assets of the Association against any liability incurred by that person in their capacity as Director, auditor, employee or agent in defending any proceedings whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, granted them by the Court.

35.2 The Association to Indemnify Directors

The Association will indemnify its Directors and employees, including its Chief Executive Officer, against all damages and costs (including legal costs) for which any Director, Chief Executive Officer or employee may be or become liable to any third party in consequence or any act or omission except wilful misconduct:

- (a) in the case of a Director or the Chief Executive Officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Board of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.

36. AMENDMENT

Neither the Objects of the Association, nor this Constitution can be altered except in accordance with the Incorporation Act.

SCHEDULE 1

1. Transitional Provisions

- 1.1 “First Directors” means the persons referred to in clause 1.3 of this Schedule who will take office pursuant to their appointment to the Board.
- 1.2 Notwithstanding the maximum terms for Directors in clause 13.3:
 - (a) at the first Annual General Meeting following the adoption of this Constitution, two (2) of the First Directors will retire from office (and in the absence of an agreement as to who will retire, those to retire will be determined by lot from the First Directors) and an election will be held to elect one (1) Elected Director and a second Director (Appointed Director) will be appointed to the Board. The election of one (1) Director and the appointment of one (1) director will be carried out in accordance with clause 13. Those retiring First Directors will, subject to the requirement of this Constitution, be eligible for re-election/appointment;
 - (b) at the second Annual General Meeting following the adoption of this Constitution, two (2) of the First Directors will retire from office (and in the absence of an agreement as to who will retire, those to retire will be determined by lot from the First Directors) and an election will be held to elect one (1) Elected Director and a second Director (Appointed Director) will be appointed to the Board. The election of one (1) Director and the appointment of one (1) Director will be carried out in accordance with clause 13. Those retiring First Directors will, subject to the requirement of this Constitution, be eligible for re-election/appointment; and
 - (c) at the third Annual General Meeting following the adoption of this Constitution, the two (2) remaining First Directors will retire from office and an election will be held to elect one (1) Elected Director and a second director (Appointed Director) will be appointed to the Board. The election of one (1) Director and the appointment of one (1) Director will be carried out in accordance with clause 14. Those retiring First Directors will, subject to the requirement of this Constitution, be eligible for re-election/appointment.
- 1.3 The First Directors will be the Directors of the Board of the Association as at the date of this Constitution and are as follows:
 - (a) Sue Scanlan;
 - (b) Kieran Fordham;
 - (c) Nicole Platt;
 - (d) Colm Maguire;
 - (e) Anne Collins; and
 - (f) Jacinta Galluzzo.
- 1.4 These Transitional Provisions will cease to have effect on the expiry of the term of office for the last remaining First Director.