RNA CONSTITUTION



ADOPTED
30 NOVEMBER 2023

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1. GENERAL

a) Definitions

For the purposes of this Constitution:

'**Affiliated Club**' means any club (comprising one or more teams) which has paid the prescribed annual affiliation fee to the Association.

'Annual Report' means the report provided annually by the Association at the Annual General Meeting.

'**Association**' means the Randwick Netball Association Inc.

'Boundaries' mean the Association Boundaries shall be defined in, but not limited to, the South Eastern region of Sydney, from South Head to Botany Bay.

'Chairperson' means the elected President of the Association or as otherwise required by Clause 4 a).

'**Club Delegate**' means a duly appointed representative of an Affiliated Club of the Association.

'Council' mean those members appointed in accordance with clause 5 a) of this Constitution.

'Executive Committee' is those members elected in accordance with clause 5 d) of this Constitution.

'**Instrument**' means any document pertaining to the governance of the Association, and includes, but is not limited to, this Constitution, and the associated policies of the Association.

'Life Member' means any member of the Association elected to such membership in accordance with this Constitution.

'Member Protection Policy' means the Netball NSW Member Protection Policy.

'Netball NSW' means the controlling body for Netball in New South Wales.

'Nominated Signatory' means the person or persons appointed by the Executive to authorise financial transactions.

'President' means the person elected to the position under clause 4 b) of this Constitution.

'Public Officer' means the person appointed to that role by the Association in accordance with any relevant policy.

'**Registered Member**' means any financial member or Life Member of the Association.

'Returning Officer' means the person appointed to the position as per clause 4 of this Constitution.

'Secretary' means the person elected to the position under clause 4 b) of this Constitution.

'**Senior Member'** means a Registered Member who has attains the age of 18 years by 31December.

'**The Office Bearers of the Association**' mean the members of the Executive Committee.

'Vice President' means the person elected to the position under clause 4 b) of this Constitution.

b) Interpretations

i. Where this Constitution conflicts with any other instrument of the Association, this Constitution shall prevail.

ii. Where ambiguity exists between this Constitution and any other instrument of the Association, the natural interpretation of the Constitution shall prevail.

iii. The Council shall hold the power to deal with and adjudicate upon all questions and disputes as to the interpretation of the Constitution, rules and associated policies.

c) Title

The name of the Association shall be the Randwick Netball Association Incorporated.

d) Type Of Organisation

The Association is a 'not-for-profit' Organisation whose income and property is applied solely towards the promotion of the objects of the Association. No funds or property shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the members.

e) Colours

The Association's colours will be jade and white.

f) Association Location

The Association office and facilities are located at Heffron Park, Fitzgerald Avenue, Maroubra, NSW 2035.

g) Objects

The objects of the Association are:

i. to further the interests of its members and promote and control the game of Netball within the boundaries of the Association;

ii. to promote, regulate and control competition matches between Affiliated Clubs and to control all premierships and carnivals of the Association;

iii. to select and manage the Association's representative teams; to affiliate with and support Netball NSW;

iv. to co-operate with other affiliated Organisations in New South Wales for the furtherance of Netball; and

v. adopt and adhere to the Netball NSW Member Protection Policy.

h) Patron

The Association Executive Committee may from time to time appoint one or more patrons and may also cancel any such appointment.

2. AFFILIATION WITH NETBALL NSW

The Association shall affiliate with Netball NSW annually as required under the Netball NSW Constitution and any relevant Netball NSW Policies.

3. MEMBERSHIP

a) Ordinary Membership

i. The Association is the controlling body for netball within its Boundaries and its authority shall be recognised by all Registered Members who shall adopt and obey this Constitution and the policies of the Association.

ii. The Association may admit to membership, Registered Members as defined by the Constitution or any other relevant policy of Netball NSW.

iii. A person ceases to be a Registered Member of the Association if the person:

   a) ceases to be financial under Clause 3 d) iii) below;

   b) is expelled from the Association in accordance with the Member Protection Policy; or

   c) is deceased.

iv. The Executive Committee may reject any application for membership without assigning any reason therefore.

b) Life Membership

i. Any person may be elected a Life Member of the Association in recognition of ten (10) years continuous outstanding service to the Association.

ii. Candidates for election as Life Members shall be nominated by two members of the Council and to be received at least two (2) months before the meeting at which such nominations will be considered.

iii. Candidates' name(s) are to be circulated to members of the Executive Committee of Randwick Association, Life Members and Affiliated Clubs.

iv. The vote must be carried by a two-third majority of members present and voting at an Annual General Meeting.

v. Council may, by resolution from time to time, fix the maximum number of persons who may at any time hold life membership.

vi. A Life Member shall be entitled to attend all Council, Special Council, Annual General and any other Council meetings and shall have full voting rights.

vii. A person ceases to be a Life Member of the Association if the person:

   a) is expelled from the Association in accordance with the Member Protection Policy; or

   b) is deceased.

c) Service Award Recipients

i. Any person may be elected as a Service Award Recipient of the Association in recognition of at least ten (10) years outstanding service.

ii. Candidates for the election for the Service Award shall be nominated by two (2) members of the Council at least two (2) months before the meeting at which such nominations will be considered.

iii. The nomination must be approved by a majority of at least two thirds of the members present and voting at an Annual General Meeting. The Council may, from time to time, fix the number of persons who may at any time hold a Service Award. An active Service Award Recipient shall be entitled to attend all meetings without the power to vote.

e) Membership Fees and Miscellaneous Fees

i. All Registered Members of the Association will be financial members between 1 January and 31 December of the year in relation to which membership is paid.

ii. The fees, subscriptions, etc to be paid by members shall be determined by resolution of Council at its first meeting following the Annual General Meeting each year.

iii. A Registered Member ceases to be financial if they:

a) fail to renew their membership; or

b) fail to pay to the Association money they owe to the Association within the required timeframe.

f) Register Of Members

The Secretary of the Association may also hold the position of Public Officer for the Association.

The Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a Registered Member of the Association, together with the date on which the person became a Registered Member. The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection by any Registered Member of the Association at any reasonable hour; however, such inspection shall be limited to viewing the names of Registered Members only.

g) Members' Liability

The liability of a Registered Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

h) Affiliation Of Clubs

In order to become affiliated with the Association, clubs must consist of one or more teams comprising Registered Members of Netball NSW.

i) Club Delegates

i Affiliated Clubs shall each have the right to nominate two (2) registered Club Delegates to the Council. Club Delegates must be a senior member of the relevant club.

ii The Secretary of each affiliated club shall forward to the Secretary of the Association a list giving the names and contact details including email addresses of registered delegates for the ensuing year provided however, that any affiliated club may, at any time, by notice in writing to the Association, remove any delegate from its list and appoint another in their place.

iii Where an Affiliated Club does not have a registered Club Delegate in attendance at any meeting of Council, refer to the Competition Policy for penalty.

iv An Affiliated Club has the right to withdraw a registered Club Delegate and appoint another registered Club Delegate in their place at any time.

v At each meeting all registered Club Delegates present shall sign an attendance register and shall state the club that they represent at that meeting.

vi A registered Club Delegate may represent one (1) club only at any meeting.

vii All club delegates must be registered members of the Association prior to the meeting they are attending.

4. MEETINGS

a) Meetings – General Procedure

i. The President shall take the chair at all meetings of the Council and/or Executive Committee. In the President's absence the chair shall be taken by the Vice President.

ii. If neither the President nor Vice President is present within fifteen (15) minutes of the time fixed for the commencement of the meeting, the members present shall elect a Chairperson.

iii. A quorum:

a) No business may be transacted at an Association Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.

b) A quorum for ordinary Council meetings shall consist of half the total number of the Association's Executive Committee members plus one, and Club Delegates representing at least one-quarter of the Affiliated Clubs.

c) A quorum for Executive Committee meetings shall consist of half of the total number of the Executive Committee plus one.

d) The effective and instantaneous linking together by telephone, video conference facility or other electronic means of a sufficient number of the delegates to constitute a quorum constitutes a meeting of the Association.

e) A Delegate who takes part in a meeting by any of the means specified in Clause 4a).iii.d is taken to be present in person at the meeting.

f) If a failure in communications prevents Clause 4a)iii from being satisfied by that number of Delegates which constitutes a quorum, then the meeting must be suspended until Clause 4a)iii is satisfied again. If clause 4a)iii is not satisfied within 20 minutes from the time the meeting was interrupted, the meeting will be deemed to be terminated.

iv. If no quorum is present fifteen (15) minutes after the time fixed for the commencement of a meeting it shall be adjourned to such time and place as the Chairperson shall decide. The Secretary shall give written notice thereof to each Office Bearer, Life Member and to the Secretary of each Affiliated Club.

v. The accidental omission to give any member the required notice shall not invalidate a meeting or any of the business of the meeting.

vi. Questions arising at an ordinary meeting of the Council, Executive Committee or any sub-committee are to be determined by a simple majority of votes cast by eligible members. Each eligible member shall have one vote to be taken in such a manner as the Chairperson shall direct, except that a secret ballot shall be taken if any member requests it.

vii In the case of an equality of votes, the President (or the person otherwise presiding) shall, in addition, have a casting vote.

viii There shall be no voting by proxy at any meeting of the Association.

g) Annual General Meeting

i. An Annual General Meeting of the Association shall be held in October or November of each year.

ii. All Registered Members may attend but voting shall be restricted to Senior and Financial Members who are Office Bearers, active Life Members and two (2) nominated Club Delegates from each Affiliated Club (who shall be members of that Club).

iii. Not less than twenty-one (21) days' written notice of the Annual General Meeting of the Association shall be given to each Office Bearer, Life Member and the Secretary of each Affiliated Club.

iv. A copy of the Association's Annual Report and the audited balance sheet shall accompany such notice, where possible.

v. A quorum for an Annual General Meeting shall consist of half the total number of the Association's Executive Committee members plus one, and at least one-half of the Club Delegates.

vi. The business of the Annual General Meeting shall be:

a. Confirmation of the minutes of the previous Annual General Meeting;

b. Consideration and adoption of the Annual Report and audited balance sheet;

c. Appointment of an auditor for the following year;

d. Appointment of a Returning Officer (where appropriate);

e. Such other business as the meeting thinks fit;

f. Election of Office Bearers and Sub-Committees.

vii. The following Office Bearers shall be elected and shall form the Executive Committee:

- President
- Senior Vice President
- Junior Vice President
- Secretary
- Assistant Secretary
- Treasurer
- Assistant Treasurer
- Umpires Co-Ordinator
- Coaching Co-Ordinator
- Senior Convenor
- Junior Convenor
- Senior Competition Co-Ordinator
- Junior Competition Co-Ordinator
- NetSetGo Competition Co-Ordinator

viii. Nominations for election signed by two (2) Senior and Registered Members, with the written consent of the nominee, and accompanied by qualifications, shall be lodged with the Returning Officer 10 days prior to the meeting at which the elections are to be held. Current Office Bearers shall be eligible for re-election.

- All nominees, irrespective of the number of nominations, shall only be elected if they are elected by a majority of votes cast by the Council Delegates in a vote in accordance with Clause 14b)ii.

ix. To be eligible for nomination as an Office Bearer a nominee must be a Registered Member of both Netball NSW and the Association at the time the nomination is submitted.

x. No person shall be elected to more than one position as an Office Bearer on the Executive Committee.

xi. Not more than three (3) of the members of the Executive Committee shall be registered primary members of any one Affiliated Club.

xii. Office Bearers elected at the Annual General Meeting shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year, unless they are removed or resign in the interim.

xiii. An Office Bearer may resign their position by providing written notice of their intention to do so to the Association Secretary. The Council shall, at its next meeting, by resolution appoint a replacement to hold the position for the remainder of the resigned person's term of office.

h) Special Council Meetings

i. Special Council Meetings shall be called by the Secretary:

   a. at the direction of the President; or

   b. upon receipt of a requisition signed by not less than one-quarter of the members of Council.

ii. All Registered Members may attend but voting shall be restricted to Senior and Financial Members who are Office Bearers, Life Members and two (2) nominated Club Delegates from each Affiliated Club.

iii. Not less than twenty-one (21) days' written notice shall be given to each Office Bearer, Life Member and the Secretary of each Affiliated Club, specifying the time and location of a Special Council meeting and the nature of the business to be considered.

iv. A quorum for a Special Council meeting shall consist of half the total number of the Association's Executive Committee members plus one, and Club Delegates representing at least one half of the Affiliated Clubs. If no quorum is present fifteen minutes after the time fixed for the commencement of a meeting it shall be adjourned to such time and place as the Chairperson shall decide. The Secretary shall give written notice thereof to each Office Bearer, Life Member and to the Secretary of each Affiliated Club.

5. ORGANISATIONAL STRUCTURE

a) Council

i. The Council shall consist of:
   a) the Office Bearers of the Association;
   b) Life Members;
   c) two (2) Delegates from each Affiliated Club who are Senior Members of that club.

ii. The Council shall meet at least four (4) times each year on dates to be fixed by the Council.

iii. Not less than seven (7) days' written notice shall be given specifying the time and place of the meeting of Council, and any special business to be dealt with.

iv. Association delegates to other Organisations are to submit a report to the Secretary of all meetings and functions attended on behalf of the Association.

b) Powers Of Council

Council shall have all the powers for the proper execution of the objects of the Association, without in any way limiting the generality of this power, shall have the power:

i. to control and manage the affairs of the Association;

ii. to ratify fees payable by members and to enforce payment thereof;

iii. to ratify the financial business of the Association, including opening and operating of banking accounts; to invest funds in any manner authorised by law for the investment of trust funds; to acquire real and personal property of all descriptions and to sell or otherwise dispose of the same; to borrow money on behalf of the Association and to give security therefore; and, generally, to carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association;

iv. To empower the Executive Committee to:
   a) take action in accordance with the Netball NSW Member Protection Policy;
   b) give directions to any Club as to the Constitution, Policies and proceedings;
   c) take disciplinary action pursuant to this Constitution, the Policies and
   d) Association Policies against any Affiliated Club or Registered member; resolve disputes between members (in their capacity as members) and

v. between members and the Association including referral to mediation;

vi. To appoint two (2) delegates and two (2) proxy delegates to represent the Association on the Council of Netball NSW;

vii. To appoint delegates to represent the Association at any body at which the Association requires representation.

viii. To appoint such additional sub-committees not appointed at the Annual General Meeting as it thinks fit and to define the functions thereof.

ix. From time to time to make, amend and rescind Policies and procedures consistent with this Constitution.

c) Income and Property

i. **Application**

The Associations income and property must be applied solely towards promoting the Association's Objects and the Association's income and property must not be applied for the profit or gain of its individual members.

ii. **No distribution**

No part of the Association's income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members of the Association.

iii. **Exception**

This clause does not prohibit making a payment approved by the Council of the Association:

a) for out-of-pocket expenses incurred by an office bearer in performing a duty as an office Bearer of the Association

b) to Coaches participating in RNA representative and development coaching programs

c) to Umpires participating in the RNA Competition or RNA representative and development programs

d) to RNA Representative and Development Team Managers

e) which is classified as remuneration to a member of the Association for service rendered beyond or unrelated to the duties of their role within the Association.

d) Executive Committee

i. The Executive Committee shall consist of the Office Bearers elected at the Annual General Meeting.

ii. Regular Executive Committee meetings shall be held on dates determined by the Executive Committee at the first Executive Committee meeting after the Annual General Meeting.

iii. Should it be necessary to call additional meetings, all Executive Committee members shall be notified at least forty-eight (48) hours prior to the meeting being held.

iv. Should a quorum of the Executive Committee be present, an emergency meeting may be convened at any time.

v. Any member of the Executive Committee who, without leave of the Executive Committee, has failed to attend three (3) consecutive meetings shall be

deemed to have resigned and shall be replaced in accordance with this Constitution.

vi. The priority of a member of the Executive Committee shall be to the Association, as opposed to a club.

e) Duties of Executive Committee

i. The Executive Committee shall exercise the functions and powers of the Council between meetings of the Council and its decisions shall be subject to ratification by the Council at the next meeting.

ii. Ensure the presentation of a financial report to all Council meetings and make recommendations to Council on matters of finance and policy.

iii. The Executive Committee is empowered by Council to take appropriate action under the Member Protection Policy pursuant to this Constitution against any Affiliated Club or Registered Member of the Association. Any decision taken under the Member Protection Policy is not subject to ratification by Council.

f) Sub Committees

The Council may appoint sub-committees as it deems fit and define the functions thereof. The President, Secretary or Treasurer shall be ex officio member of all sub-committees with exception of the Selection Sub-Committee.

g) Community Engagement

RNA is responsible for any marketing and communication to all members by means of social media, surveys and Apps. Any use of media channels must be authorized by RNA.

6. ADMINISTRATION

a) Finance

i. The funds of the Association shall be derived from annual Membership fees, other fees and donations, levies and, subject to any resolution passed by the Association in a Council, Special Council or Annual General Meeting, such other sources as the Executive Committee determines.

ii. All banking accounts of the Association shall be kept at a financial institution approved by the Council and all transactions operating on the accounts shall be authorised by any two (2) of the three (3) nominated signatories appointed by the Executive.

   a) Exception – One bank account named Petty Cash may be held by the Association, with a balance of no more than $3000, that is authorised by a single signature; that of the Association's treasurer. The Petty Cash account will be funded by the Association's main operating account; which requires two signatures. The Petty Cash account will have the option for no more than two debit cards.

   b) The President, Secretary and Treasurer signatures to be on all bank accounts.

iii. The current bank statements shall be tabled at each meeting of Council, together with a written financial report.

iv. The books of the Association shall be audited each year by a qualified person who is not a member of the Association.

v. An audited balance sheet shall be presented to each Annual General Meeting.

vi. All Netball NSW fees shall be paid by the due date.

b) Employees

The Executive Committee may appoint and determine the terms of employment of employees to the Association. An employee shall not be a member of the Association's Executive Committee.

c) Custody Of Books

Except as otherwise provided by these rules, all records, books and other documents relating to the Association shall be kept under the custody or control of the Secretary.

d) Inspection Of Records

Any Registered Member may inspect the books of account and minute book of the Association to the extent permitted by law at any reasonable time.

e) Effect Of, And Altering, This Constitution

7. EFFECT OF CONSTITUTION

This Constitution will have effect as a contract:

- between the Association and each Affiliated Club of the Association
- between the Association and each Member
- between a Member and each other Member, pursuant to which each Member agrees to accept the provisions of this Constitution, and comply with those provisions, so far as they apply to that Member.

a) Altering the Constitution

This Constitution may be altered by special resolution passed by at least 75% of the votes cast at an Annual General Meeting or Special Council Meeting of the Association of which not less than twenty-one (21) days' written notice specifying the resolution or resolutions to be proposed has or have been given.

Any alteration made to the Constitution of the Association shall be forwarded to Netball NSW within twenty-eight (28) days of the meeting at which such alteration was made.

b) Dissolution of the Association

The Association shall not be dissolved except by special resolution passed by a majority of at least 75% of the votes cast at a Special Council meeting of the Association of which not less than twenty-one (21) days' written notice specifying the resolution to be proposed had been given.

On dissolution of the Association, any property whatsoever remaining after the determination and settlement of all debts and liabilities shall be paid or transferred to Netball NSW to be used for the promotion of Netball.