



ST THOMAS MORE'S NETBALL CLUB INCORPORATED

Rules / Constitution

Incorporated under the Associations Incorporation Reform Act 2012 (Vic) (the Act)
Registration No. A0051631M

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1. Name

The name of the Club is ST THOMAS MORE'S NETBALL CLUB INCORPORATED.

2. Purpose

The purposes of the Club are to provide for the good conduct, encouragement, promotion, and administration of the sport of netball throughout the Mornington Peninsula area including fostering a greater community awareness of, and enjoyment in netball and its contribution to sport generally.

3. Powers

The Club has the legal capacity of an incorporated body and therefore:

- a) Has the power to do anything incidental or conducive to achieve its purposes.
- b) May only exercise its powers and use its income and assets (including any surplus), for its purposes.

4. Funds and use of income and assets

- a) The Club may derive or generate funds from membership fees, donations, grants, fundraising, interest, and any other sources approved by the Committee.
- b) The Club must not distribute any surplus, income, or assets directly or indirectly to its members. This rule does not prevent the Club from;
 - (i) paying its members reimbursement for expenses properly incurred by them or for goods supplied and services provided by them, if this is done in good faith on terms no more favourable than if the member were not a member; or
 - (ii) distributing any surplus, income, or assets in accordance with rule 32 and 32A.
- c) All cheques, drafts, bills of exchange and promissory notes must be signed by 2 committee members.
- (d) The Treasurer may maintain a cash float with records of money paid and received. All other funds must be deposited into the Club's bank account as soon as practicable after receipt.

5. Financial year

The financial year of the Club starts on 31 October of each year and runs for a period of 12 months.

6. Members

- a) The Club must have at least five members.
- b) Anyone who supports the purposes of the Club can apply to join the Club as a member.
- c) Life Members are determined by the Committee and may be granted in recognition of services rendered to the Club.
- d) A right, privilege or obligation of a member is not transferable and expires upon the termination of membership whether by death, resignation or otherwise.

7. Membership applications

- a) A person may join the Club as a member upon payment of subscriptions (fees) due for the current year and any amounts due from prior years as a Financial Playing member of the Club.
- b) In the case of an unsuccessful membership application, the Committee is not required to give reasons for rejecting an application. However, it must advise the person that their membership application has been rejected and return the membership fees paid by the applicant as soon as practicable.

8. Membership fees

- a) Membership fees for playing members of the Club shall be as determined by the Executive Committee.
- b) The Committee may grant alternate arrangements for members in the case of genuine hardship.
- c) Playing members must pay the membership fees within the time specified by the Committee. If a member does not pay in time, their membership is suspended until the fees are paid.
- d) When membership is suspended, a member cannot exercise their member rights such as voting at the Annual General Meeting (AGM).

9. Register of members

- a) All members of the Club shall be recorded in a membership register kept and maintained at the Club.
- b) The register of members shall contain;
 - (i) the name address and contact details of each member; and
 - (ii) the date on which each member's name was entered in the register.
- c) The Club may also record additional personal information about members necessary for the safe and effective operation of the Club, for example medical conditions. Such personal information;

- (i) is confidential and not accessible to the general membership; and
- (ii) shall only be revealed at the discretion of the Executive Committee to those Club officials and members whose role requires it.

10. Members' rights, obligations, and liabilities

- a) Members have rights, obligations and liabilities as set out in the Act and in these rules.
- b) A member of the Club who is entitled to vote has the right to;
 - (i) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules;
 - (ii) submit items of business for consideration, attend, vote and be heard at general meetings; and
 - (iii) have access to the minutes of general meetings and other documents of the Club in accordance with these rules.
- c) A member is entitled to vote if;
 - (i) the member is a member other than an associate (*temporary*) member;
 - (ii) more than 10 business days have passed since they became a member of the Club; and
 - (iii) the member's membership rights are not suspended for any reason.
- d) The rights of a member are not transferable and end when membership stops.
- e) Each member's liability is limited to payment of the membership fees.

11. Associate members

- a) Associate members of the Club include any members under the age of 15 years and any other category as determined by special resolution at a general meeting.
- b) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

12. Ending membership

- a) Members can stop being a member of the Club at any time by notice in writing to the Secretary.
- b) A member stops being a member if:
 - (i) the member resigns in accordance with these rules;
 - (ii) the member is expelled in accordance with the disciplinary procedures set out in these rules;
 - (iii) the membership fees are unpaid; or
 - (iv) the member dies.

c) When a membership ends, the Club will not refund any membership fees already paid. Once a person stops being a member, the Secretary must enter the date the person ceased to be a member in the register of members as soon as practicable.

13. The Committee

The association is governed by a management committee (Committee) that is made up of committee members elected in accordance with these rules.

14. The Committee's responsibilities and functions

a) The Committee is responsible for management of the Club and can exercise all powers and functions of the Club (consistently with these rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these rules or the Act).

b) The Committee can delegate any of its powers and functions to a Club member, a sub-committee, a staff member, other than the power of delegation or a duty imposed on the Committee by the Act or under any other law.

c) The delegation must be in writing, may be subject to any conditions or limitations that the Committee considers appropriate and can be revoked in whole or in part by the Committee in writing.

d) Among its other responsibilities, the Committee is responsible for making sure:

(i) accurate minutes of general meetings and committee meetings of the Club are made and kept;

(ii) any material personal interest disclosed at a committee meeting is recorded in the minutes of that committee meeting; and

(iii) all records, securities and relevant documents (as defined in the Act) of the Club are kept properly and in accordance with these rules.

15. The Committee members

a) The Committee is made up of the following committee members:

(i) the President, the Vice President, the Treasurer, the Secretary (the Executive Committee); and

(ii) ordinary committee members.

b) Committee members are elected by members of the Club at each Annual General Meeting (AGM) and may be elected at a Special General Meeting (SGM) in accordance with these rules.

c) A member is eligible to be elected or appointed as a committee member if the member:

(i) is at least 18 years of age; and

(ii) is a resident of Australia and consents to being appointed.

16. Election of the Committee

- a) The Annual General Meeting (AGM) or Special General Meeting (SGM) must by resolution decide how many ordinary committee members it wishes to elect. Each of the Executive Committee positions must be elected separately.
- b) Nominations for Committee may be lodged with the Secretary in writing or made from the floor at the AGM of the Club.
- c) All written nominations must be signed by the proposer and the seconder and endorsed by the candidate as signifying approval for such nomination.
- d) All candidates for Committee, together with the proposer and the seconder must be Eligible Members at the time of nomination.
- e) If the number of candidates for a position is less than the number to be elected, the Committee may fill the remaining vacancies in accordance with the rule about committee member resignations, removal and casual vacancies.
- f) If there are more candidates for a position than the number to be elected the chair of the meeting must appoint a returning officer to conduct the ballot (who may be the chair of the meeting).
 - (i) The candidates may each make a short speech in support of their election.
 - (ii) An election is usually conducted by show of hands but can be held by secret ballot if requested by a member or the chair.
 - (iii) Each member in the meeting can have one ballot paper (or similar electronic means). Only one name permitted per ballot and each ballot counts as one vote.
 - (iv) The candidate with the most votes will be elected.

17. General duties of committee members

- a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar and comply with these rules and the Act.
- b) The Committee is collectively responsible for ensuring that the Club complies with the Act.
- c) Committee members must carry out their duties:
 - (i) for a proper purpose with care and diligence; and
 - (ii) in good faith in the best interests of the Club.
- d) Committee members and former committee members must not use information acquired through their position for personal advantage, the advantage of others, or to the detriment of the Club.
- e) In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

18. Conflict of interest

- a) A committee member who is personally involved or has a stake in the topic being considered at a committee meeting must disclose that involvement to the Committee and at the next general meeting.
- b) The committee member:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- c) This rule does not apply to a material personal interest:
 - (i) that exists only because the committee member belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the committee member has in common with most of the members of the Club.

19. Term of office

Subject to these rules:

- a) Members of the Committee shall be elected for a term of one (1) year.
- b) Other than a committee member appointed to fill a vacancy, a committee member's term of office starts at the end of the Annual General Meeting (AGM) at which they are elected and ends at the end of the AGM at which they retire.
- c) Committee members who retire under this rule may nominate for re-election.
- d) All committee positions where the incumbent was appointed due to a casual vacancy since the previous AGM shall fall vacant at the next AGM.

20. The President

The President shall;

- (i) chair each meeting of the Club at which they are present;
- (ii) at any meeting chaired by the President, in addition to an ordinary vote, shall have a casting vote; and
- (iii) be an ex-officio member of all sub-committees.

21. The Vice-President

The Vice-President shall;

- (i) assist the President as required; and
- (ii) chair any meeting of the Club at which the President is not present.

22. The Secretary

- a) The Secretary shall;
- (i) keep accurate minutes of all meetings, deal with correspondence and motions as directed, and generally carry out the policy and instructions of the Committee;
 - (ii) be an ex-officio member of all sub-committees;
 - (iii) maintain a register of members;
 - (iv) keep in their custody or control all books, documents and securities of the Club; and
 - (v) ensure all records, including minutes, registers and financial returns, are retained for the holding periods required by the Act and Regulations and other applicable laws.
- b) The Committee may delegate any of the above tasks to alternate members of the Committee.

23. The Treasurer

- a) The Treasurer shall;
- (i) receive all Club monies and deposit in bank;
 - (ii) pay all accounts which have been passed for payment by the Committee;
 - (iii) ensure cheques, EFT transfers or cash payments made from the Club's funds are authorised by two of the Executive Committee;
 - (iv) ensure all other financial transactions (including credit card payments) must be authorised by two members of the Committee;
 - (v) ensure that at least one other committee member has access to the Club's accounts and financial records;
 - (vi) keep a proper record of all such receipts and payments;
 - (vii) prepare year-end financial reports as required by the Regulations and Act; and
 - (viii) keep custody of the financial records of the Club for the current Financial Year and any other financial records as authorised by the Committee.
- b) Financial records must be kept and stored for seven (7) years.

24. Sub-committees

- a) The Committee may from time to time appoint sub-committees for special activities, matters of special interest or that may require investigation.
- b) The Committee may form subcommittees by;
- i) appointing members of the Committee;
 - ii) inviting members of the Club who are not members of the Committee; or
 - iii) bringing in other people to provide specialised assistance.
- c) All sub-committees shall:
- i) be chaired by a member of the Committee; and

- ii) report regularly on their activities and findings and present a financial statement where appropriate to the Committee as and when required.
- d) Any monies raised by any social or fundraising sub-committee formed shall be paid into the Club's official bank account at regular intervals throughout the year.
- e) The Committee may from time to time allot to any sub-committee such monies as it may deem necessary for the carrying on of work of the sub-committee.

25. Committee member resignations, removal, and casual vacancies

- a) A committee member stops being on the Committee if they:
 - (i) stop being a member of the Club;
 - (ii) resign by writing to the Committee or the Secretary;
 - (iii) are removed by a special resolution of members of the Club;
 - (iv) otherwise stop being a committee member by operation of section 78 of the Act;
 - (v) stops residing in Australia; or
 - (vi) dies.
- b) If a committee member exits before the end of their term, the Committee can appoint a member of the Club to fill the vacancy until the next AGM. If the position of Secretary is vacant, the Committee must appoint a new Secretary within 14 days.
- c) The Committee may act despite any vacancy in its membership.

26. Calling committee meetings

- a) The Committee can decide how often it meets.
- b) The Secretary must give five (5) days' written notice (includes correspondence in electronic form) of a committee meeting to committee members unless the meeting is an urgent meeting.
- c) At an urgent meeting, only the business for which the meeting was called may be conducted.
- d) A special committee meeting may be convened by the President or by a majority of committee members.

27. Committee meetings procedure

- a) The Secretary shall;
 - i) advise committee Members the time, date and location of the meeting at least five (5) days prior; and
 - ii) send a copy of the agenda, and any specific resolutions to be proposed, to the committee members prior to the meeting.

- b) As long as everyone can hear and communicate clearly at the same time, committee meetings may be held at more than one place using technology (such as telephone or video conferencing).
- c) If the President or Vice President is not present, or does not wish to chair the meeting, the Committee must elect another committee member to chair.
- d) Each committee member has one vote and decisions shall be passed by a simple majority of those present and voting on the matter.
- e) Committee members may vote in person or by proxy.
- f) If an equal number of votes are cast for and against a motion or amendment, the President has a casting vote.
- g) Subject to these rules, the procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- h) The majority (more than half) of committee members must be present for the meeting to be held (the quorum).
- i) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (i) in the case of a special meeting, the meeting lapses;
 - (ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with these rules.
- j) The Committee must ensure that minutes are taken and kept of each committee meeting, recording:
 - (i) the names of the members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any disclosed material personal interest.

28. General meetings

- a) The Club must hold an Annual General Meeting (AGM) within five months of the end of the Club's Financial Year or such other time as permitted by law.
- b) The Committee determines the date, time and place of the AGM.
- c) Notice of the AGM, including all proposed matters to be dealt with, must be provided to members at least 14 days (or 21 days if a special resolution is proposed) before the meeting in writing.
- d) If a special resolution is proposed, the notice must also include:
 - (i) the full proposed resolution; and
 - (ii) a statement of the intention to propose the resolution as a special resolution.

e) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

f) The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive and consider reports and statements on the previous Financial Year, and elect committee members.

g) The AGM may also conduct any other business of which notice has been given in accordance with these rules.

29. Calling a Special General Meeting

The Committee must convene a Special General Meeting (SGM) if a request to do so is made to the Secretary in accordance with this rule by at least 10% of the total number of members.

a) This request for a SGM must:

- (i) be in writing (includes electronic form);
- (ii) state the business to be considered at the meeting and any resolutions to be proposed; and
- (iii) include the names and signatures of the members requesting the meeting.

b) If the Committee does not convene a SGM within one month after the date on which the request is made, the members may convene the Special General Meeting.

c) A SGM convened by members must:

- (i) be held within three months after the date on which the original request was made; and
- (ii) only consider the business stated in that request.

d) The Club must reimburse all reasonable expenses incurred by the members convening a SGM.

30. General meetings procedure

a) As long as everyone can hear and communicate clearly at the same time, general meetings may be held at more than one place using technology (such as telephone or video conferencing).

b) If present, the President can chair general meetings. If the President does not wish to chair, the Vice President can chair. If neither are present or willing to chair, the meeting must elect another member to chair.

c) Subject to the Act and these rules, each member has one vote on any question arising at the meeting.

d) Decisions at a general meeting must be made by majority vote. If an equal number of votes are cast for and against a motion or amendment, the President has a second, or casting vote.

e) Votes must be held by a show of hands or written ballot. Any member may request a vote be held again by written ballot. A ballot must be conducted in accordance with the procedure determined by the chair.

f) No business may be conducted at a general meeting unless a committee quorum and 10% of the members are present at the meeting (either in person or through the use of technology).

g) The chair may adjourn the meeting if a quorum is not reached within 30 minutes of the meeting start time, or if there is not enough time at a meeting to address all business. Notice of the date, time and place of the adjourned meeting must be sent to members as soon as practicable after the meeting.

h) No business may be conducted at an adjourned meeting, other than the business that remained unfinished.

i) On any question arising at a general meeting, members may vote in person or by proxy.

31. Minutes of a general meeting

a) The Committee must ensure that minutes are taken and kept of each general meeting.

b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

c) In addition, the minutes of each Annual General Meeting (AGM) must include;

(i) the names of the members attending the meeting;

(ii) the financial statements submitted to the members;

(iii) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(iv) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

32. Custody of documents and members' access to documents

a) The Treasurer must keep custody of the financial records of the Club for the current Financial Year and any other financial records as authorised by the Committee.

b) The Secretary must keep custody of all books, documents, and securities of the Club (other than the financial records held by the Treasurer) and register of members in accordance with the Act and with these rules.

c) On vacating any committee position, the vacating member must hand all books, documents and securities of the Club to the Secretary within 28 days.

d) A member is entitled to inspect the rules, AGM minutes, relevant documents and the members register. 'Relevant documents' includes documents such as financial records, contracts, and asset records of the Club. The Club may withhold personal member information.

e) A member can ask for copies of these documents (except for the members register) by making the request in writing (including in electronic form) to the Secretary. The Club can charge a reasonable fee for providing copies.

f) Subject to the Act, the Club can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the Club.

g) Subject to the Act, members cannot inspect or get copies of committee meeting minutes or parts of the minutes, unless the Committee specifically allows it.

h) Members can write to the Secretary to ask that the Secretary restrict access to their details on the member register if they have special circumstances. The Secretary will decide if there are special circumstances and must write to the member outlining their decision (writing includes in electronic form).

33. Disciplining members

The Committee can discipline a member of the Club if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the Club.

a) The Committee must write to the member to tell them why disciplinary action is proposed to be taken.

b) The Committee must arrange a disciplinary procedure that meets these requirements:

- (i) the outcome must be determined by an unbiased decision-maker;
- (ii) the member must have the opportunity to be heard; and
- (iii) the disciplinary procedure must be completed as soon as reasonably practicable.

c) The outcome of a disciplinary procedure can be the temporary suspension or the expulsion of the member.

d) The Club cannot fine a member.

e) Despite any other provision in these rules, a member whose membership has been suspended in accordance with the disciplinary procedure in these rules is not eligible to be elected or appointed as a committee member and is not entitled to vote at a general meeting.

34. Resolving disputes

a) If there is a dispute between a member and another member, a member and the Club, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved (Negotiation Period).

b) If the dispute can't be resolved between the people involved within the Negotiation Period, the following grievance procedure must be followed:

- (i) the party with a grievance must, within 14 days after the Negotiation Period, write to the Committee and any other people affected, and explain their grievance (Grievance Notice);
- (ii) the Committee must, within 14 days after receipt of a Grievance Notice, appoint an unbiased mediator to hear from all the parties involved and try to find a solution;

- (iii) the Committee must give the people involved reasonable notice of the time and place of the mediation, which must be held as soon as practicable after the appointment of the mediator;
- (iv) at the mediation conference, each party must have an opportunity to be heard; and
- (v) each party must do their best to resolve the dispute.

c) If the grievance procedure does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

35. Common seal

The Club does not have a common seal.

36. Changing the rules

- a) Subject to the Act, these rules may be changed, added to, or replaced only by special resolution of the Club's members at a general meeting.
- b) The alterations take effect only after approval from the Registrar.

37. Winding up the Club

- a) The members may vote by special resolution at a general meeting to wind up the Club or voluntarily cancel its registration.
- b) If the Club is wound up or voluntarily cancelled, any surplus assets must be disposed of in accordance with the provisions of the Act.
- c) The surplus assets are assets that remain after any debts and liabilities of the Club and the costs, charges, and expenses of the winding up or voluntary cancellation of the Club have been paid.

38. Notices

- a) Members must give the Club their address for notices, and any change in that address. The address for notices may include an email address.
- b) The Club must enter any change in the address of a member in the register of members without delay.