

**'ANNEXURE A'**

**PHOS CAMDEN NETBALL CLUB  
INCORPORATED**

**CONSTITUTION**

## **1. NAME**

The name of the incorporated association is PHOS Camden Netball Club Incorporated referred to herein as the "club".

## **2. DEFINITIONS**

"committee" means the committee of management of the club.

"general meeting" means a general meeting of members of the club in accordance with these rules.

"the club" means the PHOS Camden Netball Club Incorporated

"member" means a member or associate member of the club.

"the Act" means The Associations Incorporations Act 1985.

"special resolution" means a special resolution defined in the Act.

"month" shall mean a calendar month.

## **3. OBJECTS AND PURPOSES OF THE CLUB**

The objects of the club are:

- i. To promote and encourage members to play the sport of netball.
- ii. To promote the sport of netball throughout the general community.
- iii. To provide coaching, training, skills development and general facilities to assist in the optimization of each participant's maximum potential.
- iv. To foster high ideals and a sense of excellence and to encourage a spirit of fellowship, camaraderie, teamwork and fair play.

## **4. POWERS OF THE CLUB**

The Club shall have all the powers conferred by Section 25 of the Act.

## **5. MEMBERSHIP**

- 5.1 Members shall be natural persons who have agreed to accept the objects and purposes of the club and pay the appropriate subscription as determined from time to time by the club.



- 5.1.1 are the parent or legal guardian of an Associate Member; or
  - 5.1.2 are 16 years of age or older and play, coach, umpire or manage a team on behalf of the club
- 5.2 Associate Members shall be persons under 16 years of age who have agreed to accept the above objects and purposes of the club and paid the prescribed membership fee if any, and who currently play, coach, umpire or manage a team on behalf of the club. Associate Members shall be eligible to vote.

5.3 **Life Membership**

The Committee may consider the nomination of a person for election as a life member of the club on the basis of outstanding service. Each nomination to be submitted in writing to the committee not less than one month prior to an Annual General Meeting or a Special General Meeting. The Committee may recommend such nominations only on a two-thirds majority vote, when the Committee shall prepare a report in writing on the nominee to be presented at an Annual General Meeting or a Special General Meeting. A life member may be elected only by an Annual General Meeting or a Special General Meeting by a two-thirds majority of those members attending, and shall have the same privileges as other members. A member appointed as a life member shall not be liable for payment of membership fees and shall be deemed to be a financial member.

5.4 **Subscriptions**

The subscription fees for membership shall be such sum as the Committee shall determine before every season at a committee meeting/general meeting.

- 5.4.1 The subscription fees shall be payable by season, on the date/dates of player nomination or such other time as the Committee shall determine.
- 5.4.2 Any member whose subscription is outstanding for more than two months after the first minor round game of the nominated season shall, at the discretion of the Committee, cease to be a member of the club, provided always that the Committee may reinstate such a person's membership on such terms as it considers appropriate.

## **5.5 Resignation**

A member can resign from membership of the club by giving written notice to the Secretary or Public officer. Any resigning member may be held liable for any outstanding fees which may be recovered as a debt due to the club.

## **5.6 Expulsion of a member**

- 5.6.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct, or actions or behaviour that are detrimental to the club policies or that are breaches of protocol.
- 5.6.2 Particulars of the charge shall be communicated in writing to the member at least fourteen (14) days before the meeting of the Committee at which the matter will be determined.
- 5.6.3 The determination of the Committee shall be communicated to the member in writing and in the event of an adverse determination the member shall (subject to 5.6.4 below), cease to be a member fourteen (14) days after the Committee has communicated its determination to the member.
- 5.6.4 It shall be open to a member to appeal to the club in general meeting against expulsion. The intention to appeal shall be communicated to the secretary or public officer within fourteen (14) days after the determination of the Committee has been communicated to the member.
- 5.6.5 In the event of an appeal under 5.6.4 above, the appellant's membership of the club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the club in general meeting after the appellant has been heard by the members of the club. In such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

## **5.7 Register of Members**

A register of members must be kept and contain:

- 5.7.1 Name; Address; Contact Phone/Email details of each member.



## **6. THE COMMITTEE**

### **6.1 Powers and Duties**

The affairs of the club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects and purposes of the club, and are not by the Act or by these rules required to be done by the club in general meeting. Not less than six (6) on the Committee shall be players, coaches, umpires or team managers or parent/legal guardians of players, coaches, umpires or team managers within the club, or other interested person

The Committee has the management and control of the funds and other property of the club.

The Committee shall have authority to interpret the meanings of these rules and any other matter relating to the affairs of the club on which these rules are silent.

The Committee shall appoint a public officer as required by the Act.

### **6.2 Office Bearers**

The Office Bearers will be:

Chairperson (Executive)

Treasurer (Executive)

Secretary (Executive)

And at least three (3) committee members

A committee member must be a natural person

6.2.1 The Executive shall abide by the objects and purposes of the club .

6.2.2 All Committee positions shall be subject to re-election at each Annual General Meeting. Nominations in writing for all committee positions may be received up to seven (7) days prior to the Annual General Meeting.

6.2.3 The first Committee of the club shall be appointed from the promoters of the club, or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first Annual General Meeting after incorporation.

- 6.2.4 Notice of all persons seeking election to the committee shall be given to all members of the club attending the annual general meeting.
- 6.2.5 Where a vacancy occurs during the year, the Committee may co-opt a new member. Such committee member shall hold office until the next Annual General Meeting of club.
- 6.3 Proceedings of Committee**
- 6.3.1 The Committee shall meet together for the dispatch of business on a regular basis during the season, and as frequently as may be required for the rest of the year.
- 6.3.2 The Chairperson/Secretary or two (2) other members of the Committee shall have the power to call a meeting of the Committee.
- 6.3.3 Notice of the meetings shall be given at the previous Committee meeting or by seven (7) days' written notice (which can include electronic/telephonic means) distributed to all Committee members.
- 6.3.4 Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
- i. A quorum for a committee meeting shall be five (5) committee members
- 6.3.5 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to the contract or proposed contract. The member of the Committee must disclose the nature and extent of his or her interest in the contract at the next committee meeting or Annual General Meeting of the club.
- 6.3.6 The Committee may appoint sub-committees or members and non-members for special purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.
- 6.3.7 The Committee may appoint an Executive of the Office Bearers together with one other committee member who shall meet to carry out day to day business delegated by the Committee and who shall report to the subsequent Committee meeting.



#### **6.4 Disqualification of Committee members**

The office of a Committee member shall become vacant if a Committee member is:

- i. Disqualified from being a committee member by the Act.
- ii. Expelled as a member under these rules.
- iii. Permanently incapacitated by ill health.
- iv. Absent without apology for more than four (4) meetings in a financial year.

### **7. GENERAL MEETINGS**

#### **7.1 Annual General Meetings**

- 7.1.1 The Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- 7.1.2 The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the club and thereafter within five (5) months of the club's end of financial year.
- 7.1.3 The order of the business at the meeting shall be:
  - i. The confirmation of the minutes of the previous Annual General Meeting and of any special general meetings held since that meeting.
  - ii. The consideration of the accounts, auditor's report and reports of the Committee.
  - iii. The election of Committee members
  - iv. Any other business requiring consideration by the club in general meeting.
  - v. The appointment of an auditor for the new financial year.

## **7.2 Special General Meetings**

- 7.2.1 The Committee may call a special general meeting of the club at any time.
- 7.2.2 Upon a request/requisition in writing of not less than fifty (50) per cent of the total number of members of the club, the Committee shall within one (1) month of the receipt of the request/requisition, convene a special general meeting for the purpose specified in the request/requisition.
- 7.2.3 Every request/requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting
- 7.2.4 If a special general meeting is not convened within one (1) month as required by
- 7.2.5 above, the request/requisitions, or at least fifty (50) per cent of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitions are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the club

## **7.3 Notice of General Meetings**

- 7.3.1 Subject to 7.3.2, at least fourteen (14) days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, with this information stated on the previous meetings minutes that are made available to all Committee members.
- 7.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 7.3.3 A notice may be given by the club to any member by servicing the member with a notice personally, by post, telephone or electronic mail
- 7.3.4 Where a notice is sent by post:
  - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - ii. Unless the contrary is proven, service shall be taken to have been effected at the time at which the letter or packets would be delivered in the ordinary courts of post.

## **7.4 Proceedings at meetings**



- 7.4.1 A quorum shall be:
- i. For Annual General Meetings and special meetings, eight (8) persons eligible to vote.
- 7.4.2 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request/requisition of members shall lapse. In any other case, the meeting shall stand adjourned to an alternatively agreed date and time. If at such an adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members shall form a quorum
- 7.4.3 Subject to 7.4.4 the chairperson shall preside as chairperson at all general meetings and Committee meetings of the club
- 7.4.4 If the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting is absent, or he or she is present but declines to take or retires from the chair, the members may choose a Committee member or one of their own numbers to be the chairperson at that meeting.
- 7.5 Voting at General Meetings**
- 7.5.1 All members including associate member and life members attending the Annual General Meeting and special general meetings have only one vote at a meeting of the club.
- 7.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or where proxies are allowed, by proxy, at the meeting.
- 7.5.3 The chairperson of the meeting shall have a casting vote only.
- 7.5.4 Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.
- 7.5.5 Any contested election at an Annual General Meeting or otherwise shall be by secret ballot.

## **7.6 Poll at General Meetings**

7.6.1 If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

7.6.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **7.7 Special and Ordinary Resolutions**

7.7.1 A special resolution is a special resolution as defined in the Act.

7.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **7.8 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the club to be their proxy, and attend and vote at any general meeting of the club.

## **8. MINUTES**

8.1 Proper minutes of all proceeding of all Annual General Meetings, general meetings of the club and meetings of the committee shall be maintained and entered into minute books kept for the purpose.

8.2 The members of the club or the members of the committee (as relevant) at a subsequent meeting must confirm the minutes kept pursuant to this rule.

8.3 The minutes kept pursuant to this rule shall be signed by the chairperson at the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

8.4 Where the minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.



## **9. DISPUTE RESOLUTION**

9.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between -

- i) a member and another member
- (ii) a member and the club

9.2 The parties must specify the scope of the dispute in writing and forward this to the executive of the committee preferably within fourteen (14) days of the cause of the dispute. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

9.4 In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

9.5 Where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the club the rules of natural justice must be observed.

9.6 Where resolution cannot be achieved Section 61 of the act may be invoked by any member or former member of the club who believes the affairs of the club are being conducted in a manner which is oppressive or unreasonable.

## **10. FINANCIAL REPORTING**

### **10.1 Financial Year**

The first financial year of the club shall be the period ending on the next 15<sup>th</sup> August following incorporation, and thereafter a period of twelve (12) months commencing on 16<sup>th</sup> August and ending on 15<sup>th</sup> August of each year.

### **10.2 Accounts to be kept**

The club shall keep and retain such accounts records as are necessary to correctly record and explain the financial transaction and financial position of the club in accordance with the Act.

### **10.3 Auditor**

- 10.3.1 An auditor qualified in accordance with the Act must be elected annually or be presented by the Treasurer and approved by the committee (Treasurer not to vote)
- 10.3.2 Where appropriate, the financial statements prepared by the committee must be examined each year by the auditor and be available for presentation at the Annual General Meeting.
- 10.3.3 The committee may fill a casual vacancy in the position of auditor for the balance of the retiring auditor's term of office where the auditor, previously elected becomes unavailable.

### **10.4 Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

### **10.5 Handling of monetary transactions**

- 10.5.1 All monies shall be deposited in a recognized financial institution in the name of the club.
- 10.5.2 All withdrawal cheques must be signed by any two of: the secretary, the treasurer or a delegated committee member.

## **11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed or indirectly to the members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the club.

## **12. WINDING UP**

The Club may be wound up in the manner provided for in the Act.



**13. APPLICATION OF SURPLUS ASSETS**

If after winding up of the club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organization which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organization or organizations shall be identified and determined by a resolution of members in general meeting.

**14. AMENDMENT TO CONSTITUTION AND RULES**

No alteration, amendment, addition or deletion shall be made to the constitution except by notice of motion submitted in writing (which can include electronic and telephonic means) to all members of at least fourteen (14) days prior to the Annual General Meeting or twenty-one (21) for a special general meeting. A majority vote of those present shall be necessary to effect such a change.

Any alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered rules shall bind the club and every member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.

This is the Annexure marked 'A' referred to in the Statutory declaration of

\_\_\_\_\_   
 (name of person making declaration)

made on the \_\_\_\_\_ day of \_\_\_\_\_ 2012

before me (Justice of the Peace signature) \_\_\_\_\_

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The registered rules shall bind the club and every member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.

This is the Annexure marked 'A' referred to in the Statutory declaration of

VIRGINIA WILSON  
(name of person making declaration)

made on the 29<sup>th</sup> day of August 2012

before me (Justice of the Peace signature) 

Jessica Leigh Ryan JP  
ID No 31777  
318 Seaview Road  
HENLEY BEACH SA 5022  
Justice of the Peace for and in  
the State of South Australia