

Constitution
of
West Coasters Netball Club Kingsway Inc.

2020

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1 Name and Location

- 1.1 The name of the club shall be West Coasters Netball Club Kingsway (Inc.), hereinafter referred to as “the Club” or “West Coasters”.
- 1.2 The Club shall be incorporated under the provisions of The Associations Incorporation Act 2015, hereinafter referred to as “The Act”.
- 1.3 The Club is located in Madeley, Western Australia.

2 Objects

- 2.1 The objects for which the Club is established and maintained are:
 - 2.1.1 To provide interested parties to participate in the sport of netball for the enjoyment of the sport and the promotion of good health while upholding the principles, values and attitudes of a sporting ethos.
 - 2.1.2 To promote, develop, encourage and maintain the sport of netball.
 - 2.1.3 To act at all times for the members and to protect their best interests to attain these objects.
 - 2.1.4 To solely apply the property and income of the Club towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes. As such the Club must not provide a payment or benefit to any member unless it is:
 - a) A bona fide reimbursement of any expenses properly incurred on behalf of the Club in pursuit of its objects, or
 - b) A payment which
 - i. Has been previously approved by resolution of committee as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club in pursuit of its objects, and
 - ii. Is on arm’s length and reasonable commercial terms.

3 Colours

- 3.1 The colours of the Club shall be emerald green, black and white.

4 Powers

- 4.1 The Club shall have the following powers:
 - 4.1.1 To elect a governing body, hereinafter referred to as the “Executive Committee”.
 - 4.1.2 To raise money by collecting registration fees, subscriptions, levies, and by such other methods as from time to time the Executive Committee shall see fit.
 - 4.1.3 To acquire, hold, deal with, and dispose of any real or personal property.
 - 4.1.4 To open and operate bank and building society accounts
 - 4.1.5 To invest the Club’s money:
 - a) In any security in which trust funds may be invested, or

b) In any other manner authorised by the rules of the Club.

4.1.6 To borrow money upon such terms and conditions as the Club deems fit

4.1.7 To give such security for the discharge of liabilities incurred by the Club as the Club deems fit.

4.1.8 To appoint agents to transact any business of the Club on its behalf, and

4.1.9 To enter into any other transaction the Clubs considers necessary or desirable.

4.2 It is the intention that each and all of the powers specified in the preceding subclauses shall in no way be limited to or restricted by reference to or inference from the terms of any subclauses, or of the main objects as first mentioned.

5 Affiliation

5.1 The Club will be affiliated with Netball WA (Inc.) and the relevant Member Association – Wanneroo Districts Netball Association (WDNA).

5.2 The Club may become affiliated with or subscribe to other Associations or bodies whose objects are similar to the objects of the Club and if deemed fit to withdraw or retire from affiliation with any such association or body.

6 Membership

6.1 Membership of the Club shall be open to:

6.1.1 Playing Members – any person who is, or will be, allocated to a team within the Club, who has complied with the procedures detailed in the Registration Pack for the season, and has had their registration accepted by the Club..

6.1.2 Non-Playing Members – any person who is, or will be, allocated and registered to one of the following non-playing roles within the Club:

- 1) Coach,
- 2) Umpire,
- 3) Team Manager, or
- 4) Committee Member

6.1.3 Life Members – any person who has been appointed by the Executive Committee and confirmed as a Life Member by a two-thirds majority at an Annual General Meeting. Once Life Membership has been confirmed that person is a member for life and annual applications for membership are no longer required.

6.1.4 Associate Members – any person who is interested in promoting the objects of the Club and who has their registration accepted by the Club.

6.2 A member may:

- 1) Play for one club and coach or otherwise be associated with another club, but shall be deemed to be a member of the club with which they are registered as a player.
- 2) Coach or be otherwise associated with more than one club, but shall state where their obligations lie, for the purpose of registering as a member.

7 Membership Admission

- 7.1 Once the Club has accepted a member's registration they are admitted to membership of the Club. Each admitted Member shall:
- 7.1.1 Be bound by the Constitution, By-Laws, and Policies and Procedures of the Club.
 - 7.1.2 Become liable for such fees, subscriptions and levies as may be fixed by the Executive Committee, with the exception of Life Members.
 - 7.1.3 Comply with the regulations governing match play as set out in the By-Laws and Policies and Procedures of the Member Association, WDNA.
 - 7.1.4 Attend Special General and Annual General meetings as called by the Club.

8 Membership Register

- 8.1 The Secretary shall, on behalf of the Club, keep and maintain a register of members.
- 8.2 The Secretary shall cause the name of a person who dies or who ceases to be a member to be removed from the register.

9 Membership Rights and Privileges

- 9.1 Playing Members, Non-Playing Members, and Associate Members shall be entitled to:
- 1) Refer any matters pertaining to netball to the Executive Committee for advice or decision.
 - 2) Attend programs conducted by the Club.
 - 3) May request to be included on the mailing list for the Club.
 - 4) May attend and speak at all Special General and Annual General Meetings.
- 9.2 Life Members
- 9.2.1 Any member of the Club may submit a written nomination to the Executive Committee for consideration for the Life Membership award, provided that such nominee shall have met the requirements outlined in the Club Policies and Procedures for Life Membership. The Executive Committee will determine the Life Membership award recipients which shall be confirmed at the next Annual General Meeting.
 - 9.2.2 Life Members shall be entitled to:
 - 1) Free membership of the Club.
 - 2) May request to be included on the mailing list for the Club.
 - 3) May attend and speak at all Special General and Annual General Meetings.

10 Termination of Membership

- 10.1 Membership of the Club shall be terminated by any one of the following events:
- 1) Resignation
 - 2) Expulsion or revocation of membership by Executive Committee.
 - 3) Death
 - 4) Gross misconduct that is detrimental to the Club.
 - 5) Winding up or dissolution of the Club.

11 Appointments

- 11.1 The appointment of the Auditor shall be confirmed at the Annual General Meeting.
- 11.2 The appointment of any Patrons or Solicitor shall be confirmed at the Annual General Meeting or at a Special General Meeting if such an appointment is necessary.

12 Officers

- 12.1 The officers of the Club shall be the President and Vice President. The maximum consecutive number of years that these officers may hold any one office is a period of no more than five (5) years.

13 Management

- 13.1 Management of the Club shall be vested in the Executive Committee, elected or appointed at the Annual General Meeting.
- 13.2 The positions that comprise the Executive Committee are listed in the By-Laws of the Club.
- 13.3 No more than two (2) members of the Executive Committee shall be from any immediate family.
- 13.4 All Executive Committee members must be a minimum age of eighteen (18) years.
- 13.5 Subject to the Act, a person is prohibited from sitting on the Executive Committee (without prior approval by the Commissioner for Consumer Protection) if they:
- a) Are an undischarged bankrupt or their affairs are under insolvency laws,
 - b) Have been convicted of an offence in connection with the promotion, formation or management of a body corporate,
 - c) Have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three (3) months or more imprisonment, or
 - d) Have been convicted of an offence under Division 3 (the duties of officers provisions) or Section 127 (the duty with respect to incurring of debt) of the Act.

14 Powers of the Executive Committee

- 14.1 The Executive Committee may exercise all such powers of the Club and carry into effect all such objects of the Club as are not by these articles required to be exercised by the Club in general meeting. Without limiting the generality of the preceding words and in addition to the powers specifically conferred upon it, the Executive Committee shall have the power to:
- 1) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another , and close any such account
 - 2) Fix the manner in which such banking accounts shall be operated upon and nominate from the Executive Committee members, any two (2) of four (4), whose signatures shall be the authority for withdrawal of funds from each account
 - 3) Fix fees and subscriptions payable by clubs and decide such levies, rates or fines and charges as it deems necessary and advisable and to enforce payment thereof
 - 4) Adjudicate on all matters brought before it which in any way affects the Club or the game of netball
 - 5) Cause minutes to be made of all proceedings at meetings of the Executive Committee, Annual and Special General Meetings
 - 6) Determine from time to time the conditions on which and times when members or others may use the facilities of the Club or any part thereof.
 - 7) Make, amend and rescind rulings, By-Laws and Policies and Procedures, consistent with the Constitution.

- 8) Have the power to form and appoint any sub committee/s as required for specific purposes.
- 9) May at their discretion employ a person or persons to carry out certain duties required by the Club at salaries or remunerations for such period of time, as may be deemed necessary.
- 10) Unless the members resolve otherwise at a general meeting, the Secretary will have custody of all books, documents, records and registers of the Club, other than those required by Clause 18 to be kept and maintained by, or in the custody of, the Treasurer

14.2 Should a vacancy occur on the Executive Committee, before the expiry of their term of office, the Executive Committee shall:

- 1) Hold an election within the Executive Committee to fill that position for the duration of the term of office.
- 2) Appoint a substitute for any subsequent vacancy.

14.3 All decisions shall be binding on all members provided that at the written request of no less than five (5) members, the Executive Committee shall reconsider such decisions. Any members aggrieved by the final decision of the Executive Committee may call a special meeting under the procedure set out in 15.1.2 of this Constitution

14.4 All Officers and Executive Committee members must comply in all respect with the general duties of management committee members under the Act, and in particular, those duties contained in Part 4 Division 3 of the Act regarding:

- a) Duties of care and diligence
- b) Duties of good faith and proper purpose
- c) Use of position
- d) Use of information

14.5 The day to day duties of the Officers and Executive Committee members shall be described in the By-Laws of the Club and may be updated from time to time.

14.6 All Officers and Executive Committee members must be aware of and comply with in all respects the provisions of Part 4 Division 2 of the Act regarding material personal interests of members of management committees.

14.7 Without derogating from Rule 14.6, an Officer or Executive Committee member shall declare their interest in any:

- 1) contractual matter;
- 2) selection matter;
- 3) disciplinary matter; or
- 4) other financial or relevant matter;

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Officer or Executive Committee member votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for an Officer or Executive Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee, or if this is not possible, the matter shall be adjourned or deferred.

15 Meetings

15.1 Annual General Meetings and Special General Meetings

15.1.1 The Executive Committee must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner,

except for the first annual general meeting which may be held at any time within 18 months after incorporation.

- 15.1.2 Special General Meetings may be called by the Executive Committee or at the request of the President and Vice President or on the written request of no less than five (5) members of the Club.
- 15.1.3 The Secretary shall give at least fourteen (14) days' notice of the date of the Annual General Meeting and Special General Meetings to each Executive Committee member and each member described in 6.0 of the Constitution
- 1) Notice of the Annual General Meeting shall be accompanied by copies of the Minutes of the previous Annual General Meeting, Annual Report/s, Agenda, and Nomination forms for Office Bearers and Committees of the Club.
 - 2) Notice of Special General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Special General Meeting.
 - 3) The Secretary must give a notice under sub-rule (1) or (2) by
 - (a) serving it on a member personally; or
 - (b) sending it to a member at the address of the member appearing in the register of members kept and maintained under Clause 8.
- 15.1.4 All members may attend the Annual General Meeting and Special General Meetings
- 15.1.5 All positions other than appointments shall be declared vacant at the Annual General Meeting.
- 15.1.6 The quorum at the Annual General Meeting and Special General Meetings shall be ten (10) persons entitled to vote. Should a quorum not be present, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the Meeting, those present and entitled to vote shall form a quorum to discuss business requiring simple majority decisions only.
- 15.1.7 The agenda of the Annual General Meeting shall be:
- 1) President's Address
 - 2) Apologies
 - 3) Confirmation of Minutes of previous Annual General meeting
 - 4) Adoption of Audited Financial Statements
 - 5) Notice/s of Motion for alteration, repeal or addition to the Constitution and By-Laws
 - 6) Notice of Fees
 - 7) Confirmation of Appointments
 - 8) Election of new Executive Committee
 - 9) Vote of thanks to outgoing Executive Committee
 - 10) Election of Sub-Committees
 - 11) Appointment of Life Members
 - 12) General Business (discussion only)
 - 13) Closure
- 15.1.8 Quorum and Proceedings of Executive Committee
- 1) The Executive Committee must meet together for the dispatch of business not less than four (4) times in each year. The President, or at least half the members of the Executive Committee, may at any time convene a meeting of the Executive Committee.
 - 2) Each Executive Committee member has a deliberative vote.
 - 3) A question arising at an Executive Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the meeting will have a casting vote in addition to their deliberative vote.

- 4) The quorum at Executive Committee meetings shall be simple majority of members.
- 5) Subject to these rules and the By-Laws, the procedure and order of business to be followed at an Executive Committee meeting must be determined by the Executive Committee members present at the meeting.
- 6) As required under sections 21 and 22 of the Act, an Executive Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Executive Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Executive Committee is a member of a class of persons for whose benefit the Club is established), must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Executive Committee, and
 - (b) not take part in any deliberations or decision of the Executive Committee with respect to that contract.
- 7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Executive Committee is an employee of the Club.
- 8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Executive Committee to be recorded in the minutes of the meeting at which it is made

16 **Voting**

16.1 Voting Powers at the Annual General Meeting and Special General Meetings

16.1.1 The President shall have a deliberative vote and in the event of a tied vote, the President shall exercise a casting vote to preserve the status quo.

16.1.2 Each Executive Committee member shall have one (1) vote.

16.1.3 Life members shall have one (1) vote.

16.1.4 Playing members, non-playing members and associate members shall have one (1) vote. Where a playing member is under the age of eighteen (18) years the entitlement to vote shall pass to their parent or guardian.

16.1.5 No person shall have more than one (1) vote.

16.2 Methods of Voting at All Meetings

16.2.1 Voting shall be by voice or show of hands unless a ballot is requested by a person present.

16.2.2 When more nominations for committee positions are received than are required, a ballot shall be taken.

17 **Committees**

17.1 Standing Committees shall be elected at the Annual General Meeting as prescribed in the By-Laws. The prior consent of any nominee to be elected shall be necessary.

17.2 The Executive Committee shall have power to appoint special standing and ad-hoc committees as required and delegate to such committees such powers as it may deem necessary

17.3 The Convenor of each special standing or ad-hoc committee shall be appointed by the Executive Committee

17.4 Each committee shall be responsible to the Executive Committee through its Convenor who shall cause minutes to be recorded of all meetings and submit written reports to the Executive Committee.

17.5 No proxy representatives shall be allowed for any committee member.

17.6 A committee member having any direct or indirect pecuniary interest referred to in sections 21 and 22 of The Associations Incorporation Act 1987 shall comply with that section..

18 **Finance**

18.1 All funds of the Club shall be deposited in the accounts of the Club.

18.2 All accounts due by the Club shall be paid by cheque, Credit Card or Electronic Fund Transfer and the action be endorsed at the next Executive Committee Meeting.

18.3 The Secretary shall keep petty cash, with the consent of the Executive Committee, and shall keep a record of expenditure in the Petty Cash Book.

18.4 1The Executive Committee shall cause the accounts to be kept of all monies received and expended and of matters in respect of which such receipts and expenditure take place, and of all properties, assets and liabilities.

- 18.5 Statements showing the financial position of the Association shall be tabled at each Executive Committee meeting.
- 18.6 The Executive Committee shall submit to the Annual General Meeting a Statement of Income and Expenditure and a Balance Sheet of Assets and Liabilities.

19 Financial Year

- 19.1 The financial year of the Club shall commence on the 1st day of January, and end on the 31st December the same year.

20 Financial Statements and Financial Reports

- 20.1 For each financial year, the committee must ensure that the requirements imposed on the Club under Part 5 of the Act relating to the financial statements or financial report of the Club are met.
- 20.2 Without limiting Rule 20.1 those requirements include:
- a) if the Club is a tier 1 association, the preparation of the financial statements; and
 - b) if the Club is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - d) the presentation to the Annual General meeting of the financial statements or financial report, as applicable; and
 - e) if required, the presentation to the Annual General meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

21 Common Seal

- 21.1 The Club may execute documents without using a common seal if the document is signed by at least two (2) Executive Committee members.
- 21.2 If the Club has a common seal:
- 21.2.1 The name of the club must appear in legible characters on the common seal, and
 - 21.2.2 The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Executive Committee and in the presence of at least the President (or Vice President) and two (2) members of the Executive Committee, both of whom shall subscribe their names as witness
- 21.3 The Secretary must keep a written record of each use of the common seal.
- 21.4 The common seal of the Club must be kept in the care of the Secretary or another Executive Committee member authorised by the Executive Committee.

22 Enforcement of Constitution and By-Laws

- 22.1 The authority of the Club shall extend to and be recognised by any member as defined in clause 6 of the constitution.
- 22.2 The Executive Committee shall have power to enquire into, deal with, and adjudicate upon all questions and disputes as to the interpretation of this Constitution and any ruling or By-Law made hereunder, upon any breach or alleged breach of this Constitution, its rulings and By-Laws, upon any complaint made to it of misconduct detrimental to the policy interests or welfare of the Club by any person, member or club. The Executive Committee may caution,

suspend, fine or otherwise deal with any member, as defined in clause 6 of the constitution, concerned.

- 22.3 All enquiries into any Club matter shall be conducted in a fair and impartial manner having regard to the principles of natural justice. All concerned parties shall be entitled to be heard.

23 Alterations to the Constitution

- 23.1 The Constitution may only be altered at any Annual General Meeting or Special Meeting called for that purpose, and notice of intent to alter the Constitution must be stated as a Special Resolution and given to all members listed on the mailing list at least fourteen (14) days prior to the Annual General Meeting or Special Meeting.
- 23.2 The Secretary shall mail the notice of Special Resolution to all members listed on the mailing list no less than fourteen (14) days before the meeting.
- 23.3 Special Resolution to alter the Constitution must be passed by three quarters (3/4) of members present and entitled to vote.
- 23.4 A notice of Special Resolution shall then be lodged with the Commissioner of Corporate Affairs within fourteen (14) days of occurrence.

24 Alterations of By-Laws

- 24.1 The By-laws may be altered at any Annual General , Special General Meeting or an Executive Committee meeting in which proper notice has been given to all Members listed on the Mailing list at least fourteen (14) days prior to the relevant meeting.
- 24.2 If the By-law is altered at an Executive Committee meeting the By-law remains in force until it is ratified by Members at the next General Meeting of the Club.
- 24.3 At all meetings where the By-law is to be voted upon it must be passed by a majority of votes, but if there is an equality of votes, then the vote is decided in the negative.
- 24.4 If any Club member wishes to alter or add a new By-law then they must give written notice to the Secretary not less than twenty one (21) days prior to the meeting. The written notice must include the alteration or addition and must include an explanation of why the member would like the change implemented.
- 24.5 The Secretary shall mail to all Members listed on the mailing list, a copy of the proposed alteration or addition and also include the reason for the change, not less than fourteen (14) days before the meeting.

25 Dissolution

- 25.1 In accordance with The Associations Incorporation Act 2015 if on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed for charitable purposes, which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee

under section 24(1) of The Associations Incorporation Act 2015 to prepare a distribution plan for the distribution of the surplus property of the Club.

26 Indemnity

26.1 This Constitution shall repeal all previous regulations, but except as specifically provided shall not affect any right, duty or liability or any matter or thing done or commenced, acquired or imposed under previous Constitution

27 Inspection of Records, etc.

27.1 A member may at any reasonable time request to inspect without charge the books, documents, records and securities of the Club.

28 Grievance Procedure

28.1 Parties to attempt to resolve dispute

28.1.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party

28.2 How grievance procedure is started

28.2.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 28.1.1, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

- a) the parties to the dispute; and
- b) the matters that are the subject of the dispute.

28.2.2 Within 28 days after the Secretary is given the notice, a Grievance committee meeting must be convened to consider and determine the dispute. The Grievance committee shall consist of the President or (Vice President) plus two (2) members of the Executive Committee.

28.2.3 The secretary must give each party to the dispute written notice of the Grievance committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.

28.2.4 The notice given to each party to the dispute must state:

- a) when and where the Grievance committee meeting is to be held; and
- b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

28.2.5 The Grievance Committee must not determine the dispute if:

- a) the dispute is between one or more members and the Association; and
- b) any party to the dispute gives written notice to the secretary stating that the party:
 - i. does not agree to the dispute being determined by the committee; and
 - ii. requests the appointment of a mediator,

28.3 Determination of dispute by committee

28.3.1 At the Grievance committee meeting at which a dispute is to be considered and determined the committee must:

- a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and

- b) give due consideration to any submissions so made; and
- c) determine the dispute.

28.3.2 The Grievance committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within seven (7) days after the committee meeting at which the determination is made.

28.3.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under sub-rule (1)(c), give written notice to the Secretary requesting the appointment of a mediator.

28.3.4 If notice is given under sub-rule (3), each party to the dispute is a party to the mediation