

Riverton Saddleworth Marrabel United Netball Club Incorporated

Constitution

Constitution Version Control

Date	Meeting Type	Clauses amended	Description of change
Monday 7 th March 2022	Special General Meeting	All	Endorsement of New Constitution (previous constitution was updated October 2018)

1. Club Name and Colours

- a. The Club shall be called The Riverton Saddleworth Marrabel United Netball Club Incorporated (hereinafter referred to as 'The Club').
- b. The colours of the Club are Navy and White.

2. Objects of The Club

The objects of the Club are, within the Riverton, Saddleworth, Marrabel and wider community (where applicable), to:

- a. To promote, encourage and administer the game of netball within the Club, and maintain and enhance the reputation of the Club and the Sport and the standards of play and behaviour of participants in the Sport;
- b. act, at all times, on behalf of and in the interest of the Members and the Sport;
- c. affiliate and otherwise liaise with Netball SA, North Eastern Netball Association (or any other Association The Club is affiliated with which could change from time to time) and comply with the constitutions, regulations and rules of these bodies (and any matters not specifically dealt with herein) to further these Objects;
- d. adopt and implement such policies as may be developed by Netball SA or our affiliated association, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the Sport;
- e. abide by, promulgate, enforce and secure uniformity in the application of the rules of Netball;
- f. use and protect the Intellectual Property appropriately;
- g. To provide such training and facilities as may be required for members to be adequately involved with the game of netball and promote good fellowship among those interested in netball
- h. To raise funds by all lawful means for the furtherance of the objects of the Club and any other objects or purposes which the Club shall deem appropriate to adopt from time to time.
- i. The Association is a non-profit organisation pursuant to the Associations Incorporation Act 1985.

3. Powers of the Club

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act. The Management Committee has the management and control of the funds and other property of the Club.

4. Membership

4.1 Membership Terms

- a. Membership of the club is an annual subscription from 1st April – 31th March
- b. Admission of members shall be by payment of the required annual subscription fees as well as any monies which may still be owed by the member from previous (seasons).

4.2 Categories of Members

The Members of the Club shall consist of:

- a. **Senior Playing Members**, (18 years and over) who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- b. **Junior Playing Members**, (under 18 years of age) who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings. However, a parent or guardian of a Junior Member may act on their behalf having only one vote on behalf of their junior family member for the purpose of voting at meetings.
- c. **Non-Playing / General Members – who are elected Committee Members**, (18 years and over) who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- d. **Non-Playing / General Members – who are not Elected Committee Members**, (18 years and over) who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate, but no right to vote at Meetings;
- e. **Non-Playing / General Members**, (under 18 years of age) who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings;
- f. **Life Members**, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings

4.3 Life Membership

- a. Life Membership may be considered by the Executive Committee from recommendation of any person
- b. Selection of a person for Life Membership shall be at the discretion of the Executive and shall be determined by the following criteria:
 - Involvement in the organisational or administrative activities of the Club for a period of no less than 15 years; and/or
 - Rendering outstanding and devoted or otherwise meritorious service in the best interests of the said Club for a period of not less than 15 years.
 - Such members following selection shall not be liable for any membership or other fees in respect of the normal membership of the Club.
 - Such members shall not have any voting rights at any General Meetings or Committee Meetings of the Club unless they are currently involved in and enjoying an ordinary active membership of the Club in which case they shall be deemed to be 'eligible members'.

4.4 Subscriptions and Fees

The Committee may:

- a. fix annual membership subscriptions at a meeting following the Association AGM each year.
- b. fix such other fees or levies as the committee considers prudent for the effective and sustainable management of the affairs of the Club; and
- c. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

4.5 Effect of Membership

Members acknowledge and agree that they are entitled to all benefits, advantages, privileges and services of being a Member of the Club, and will shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club

4.6 Resignation of Membership

- a. A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club at any time in writing to the Club.
- b. Once the Club receives notice of resignation of membership, the date of resignation must be minuted in the upcoming General Meeting

4.7 Discontinuance of Membership, by Membership Breach

Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations or the policies and by-laws of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Committee.

4.8 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 4.6 or 4.7 may seek renewal of membership in accordance with this Constitution and Bylaws.**

4.9 Forfeiture of Rights

- a. A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.
- b. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

5. Meetings

5.1 Meeting Types

The Meetings that can be convened where Members can express opinions and vote on various matters are:

- a. **General Committee Meetings** are to be held monthly during the Netball Season
- b. **Annual General Meeting** must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board; and be held in the month of October each year prior to the Association AGM
- c. **Special General Meeting** are convened to discuss extraordinary issues and shall be called at the request of the President/Secretary or any 5 Members at any given time.

5.2 Notice

- a. Notice of Meetings must be given to Members by prior to the meeting date.
- b. A notice of a Meeting must specify the place, day and hour of the Meeting, together with the agenda for the meeting and any notice of motion received from Members entitled to vote.
- c. At least twenty-one (21) days' notice of an AGM and a Special General Meeting must be given to those Members entitled to receive notice, together with the agenda for the meeting and any notice of motion.

5.3 Attendance

- a. Unless this Constitution expressly provides otherwise, Members (including the Committee) and the auditor are entitled to attend Meetings, but only specific Members (as per clause 4.2) are entitled to vote at Meetings.
- b. Members can attend meetings in a format (online or in person, or a combination) that is decided appropriate by the Committee at any time.

5.4 Quorum

- a. No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business.
- b. A quorum for Meetings is **50% of Committee Members** plus 1 (minimum).
- c. If within half an hour from the time appointed for the meeting, a quorum is not met, the meeting will be rescheduled to a time, date and place deemed suitable.

5.5 Voting Procedure

The resolution of the meetings of the Club shall be determined by an agreed voting process passed by a majority of those present and entitled to vote as called by the President or any other Voting Member.

- a. Each Member is entitled to one (1) vote at Meetings.
- b. The chairperson may exercise a casting vote at Meetings
- c. A parent or guardian of a Junior Member (**as per Clause 4.2**) may act on their behalf having only one vote on behalf of their junior family member for the purpose of voting at meetings.
- d. The determination of any vote held at a meeting should be recorded in the minutes of that meeting.

6. Management

6.1 Committee

The Members of the administrative or governing body (by whatever name it is called) of the Club in office immediately prior to approval of this Constitution under the Act, shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution, and thereafter the positions of Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

6.2 General Powers of Committee

- a. The Committee shall be elected at the AGM from financial, voting members (as per Clause 4.2) and will manage all affairs pertaining to the running of the Club in line with this Constitution.
- b. The committee will comprise of:
 - **President**
 - The President shall conduct all meetings (or their delegate).
 - The President shall hold no voting rights at any meeting
 - In the absence of the President, the Vice President shall conduct the meeting. Should neither be present the meeting shall elect a Chairperson for the duration of the meeting.
 - Carry out all duties as outlined in the RSMU Netball Club By-Laws and Management Document.
 - **Vice President**
 - To assist the President when requested
 - To conduct meetings in the absence of the President
 - To act as President in the absence of or as directed by the President.
 - Carry out all duties as outlined in the RSMU Netball Club By-Laws and Management Document.
 - **Secretary**
 - The Secretary shall be responsible for recording the minutes of all meetings and dealing with all business matters pertaining to same.
 - The Secretary shall deal with all correspondence as seen fit in conjunction with the President and Committee.
 - Carry out all duties as outlined in the RSMU Netball Club By-Laws and Management Document.
 - **Treasurer**
 - Manage the financial affairs of the Club
 - Report all financial statements to the Executive and Committee at all General Meetings, or as requested.
 - Present all accounts for approval at Club General Meetings, and pay promptly thereafter
 - Carry out all duties as outlined in the RSMU Netball Club By-Laws and Management Document.
 - **Junior Coordinator**
 - Manage all aspects related to the Junior Competition and management of Junior Players.
 - Carry out all duties as outlined in the RSMU Netball Club By-Laws and Management Document.
 - **Senior Coaches Representative**
 - Provide reports on Senior Competition and Senior Player Management at Committee Meetings
 - Position to be elected once Coaching Appointments have been filled
 - **And at least 6 extra committee members**
- c. The Committee shall have the power to elect sub-committees of two or more persons and delegate such functions thereto as it shall see fit from time to time and may revoke such delegations or appointments. Any such sub-committee shall always be and remain subject to the overriding power and direction of the Committee.
- d. The committee are required to review and update the RSMU Netball Club By-Laws (Clause 8.1) and RSMU Management Document (Clause 8.2) annually, with proposed changes to be voted on at the first General Meeting of the Season.

6.3 Executive Committee

- a. There shall be an Executive Committee which shall consist of
 - President
 - Vice-President
 - Secretary
 - Treasurer
- b. The executive shall be responsible for making any decisions which may become necessary between meetings of the Committee of the Club. These decisions shall be brought to the attention of the Committee at its next meeting and shall be ratified or amended as may be thought necessary.

6.4 Nominations for Committee Members

The Committee must call for nominations for Committee Members at least twenty-one (21) days prior to the Annual General Meeting.

6.5 Form of Nominations

- a. All positions on the committee are to be declared open when the AGM is announced
- b. People can self-nominate or nominate another person for a position on the Committee prior to the AGM, or at the AGM.

6.6 Elections

- a. If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- b. If all Committee Positions are not filled at the Annual General Meeting, then positions can be filled at the upcoming General Meeting, or at a Special General Meeting.
- c. If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- d. Voting shall be conducted in such a manner and by such a method as determined by the committee from time to time.

6.7 Term of Appointment for Elected Committee Members

- a. Executive Committee members (as per Clause 6.3) elected under Clause 6.6 shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or discontinuance by breach, Elected Executive Committee Members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the second Annual General Meeting following.
- b. If an Elected Committee Member retires, or is discontinued by breach, the Committee can fill the vacancy, with the balance of the tenure filled until the next Annual General Meeting.

7. Accounts and Records

7.1 Accounts to be Kept and Distributed

- a. The financial Year for the Club is 1st October-30 September
- b. The Club must keep such accounting records as correctly recorded and explain the transactions and financial position of the Club.

7.2 Transaction Accounts

- a. The Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Club.
- b. No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Board.

7.3 Financial Statements Review

- a. A Financial Checker position shall be appointed at the Annual General Meeting in each year.
- b. The person shall examine all books and accounts of the Club immediately after the expiration of the Club's financial year which shall be the 30th of September in each year and certify as to the correctness of the Balance Sheets and Statements of Receipts and Expenditure.
- c. The person shall have access to all books and accounts of the Club and shall be authorised to obtain from any Bank, statements showing the balance of the Club's accounts.
- d. The person may be called upon at any time by a resolution of the Club in General Meeting or by the Committee to carry out such audits as may from time to time be requested.

7.4 Application of Income

- a. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objectives of the Club
- b. No portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members or relatives of members of the Club provided that nothing therein shall prevent the payment in good faith or remuneration to any officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rent for premises let by any member to the Club.

8. Administration

8.1 By-Laws

- a. The Committee may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable.
- b. Such regulations must be consistent with the Constitution and are binding on the Club and all Members.
- c. All Bylaws will be made available to Members.

8.2 Management Document

- a. The Committee may develop a set of management guidelines to assist with the management all affairs pertaining to the running of the Club in line with this Constitution.

8.3 Patrons

- a. A Patron is a supporter of the RSMU Netball Club who can be called upon at anytime for advice or guidance and someone who the members of the club hold the utmost respect for as an individual.
- b. The appointment of a Patron shall be approved by a majority vote at the Annual General Meeting of the Club.
- c. The Patron may award a Member (under 18 years of age) with a Patroness Award at the conclusion of the Season.

8.4 Winding Up

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

8.5 Distribution of Assets and Property on Winding Up

- a. If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- b. Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- c. The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

8.6 Dissolution or Amalgamation

- a. The members may by resolution passed by a majority of four fifths of the voting members present at any Annual General Meeting or Special General Meeting called for that purpose resolve to dissolve the Club or to amalgamate it with any other Club or body named in the resolution.
- b. In the case of dissolution, the monies and funds remaining to the credit of the Club after the payment of all its debts and liabilities shall be divided amongst such other sporting bodies having like objects as shall be decided by the said meeting PROVIDED HOWEVER that no such resolution shall be passed whilst there remains fifteen (15) members desiring the continuance of the Club or the continuance of its separate identity.

8.4 Amendment of Constitution

- a. This Constitution shall not be added to, altered, repealed or rescinded except at any Annual General Meeting or a Special General Meeting convened for that purpose only.
- b. Such alteration shall be adopted only by a 2/3 majority vote. The notice for any such meeting in which it is proposed to amend, repeal or rescind the Constitution shall clearly state the nature and purpose of the proposed amendment or the reason for repeal or rescission and shall be called with at twenty-one (21) days prior notice.

8.5 Indemnity

The Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a Committee Member in defending any proceedings, whether civil or criminal.

The Club shall indemnify its Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

8.6 Legal Action

No member or past member shall be entitled to bring any legal action of any kind whatsoever or institute any court proceedings of whatever nature against the Club or any officers of the club or any member or members of the Committee or any members of the Club for or in, respect of anything done in accordance with the rules, regulations or by-laws of the Club or in connection with any cause of action arising directly or indirectly out of, during or in connection with such member's membership past or present of the Club.

8.7 Transitional Provisions

- a. **Continuing Membership**
Each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.
- b. **Committee Members**
For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.
- c. **Regulations deemed applicable**
All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

