

GLENUNGA NETBALL CLUB INC.

RULES OF ASSOCIATION

1. DEFINITIONS

For the purpose of these Rules of Association the following words shall have the meanings ascribed to them:

- 1.1 **Act** means the *Associations Incorporation Act 1985 (SA)*.
- 1.2 **Annual General Meeting** means an annual general meeting of the Club held in accordance with Rule 13.1.
- 1.3 **Club** means **GLENUNGA NETBALL CLUB INC.**
- 1.4 **Financial Year** means the financial year for the Club being period from 1st July in each year up to and including 30th June in the following year.
- 1.5 **Management Committee** means the management committee of the Club as appointed pursuant to Rule 9.
- 1.6 **Member** means any duly appointed member of the Club including a Life Member but excluding an Honorary Member.
- 1.7 **Office Holders** mean those persons elected under Rule 10.1.
- 1.8 **Player** means any person registered from time to time to play Netball for the Club with any League, Association or Competition.
- 1.9 **Rules** and **Rule** mean respectively these Rules of Association of the Club or any particular rule.
- 1.10 **Special General Meeting** means a meeting held in accordance with Rule 13.2.
- 1.11 **Special Resolution** means where the rules of the association provide for the *membership* of the association – a resolution passed at a duly convened meeting of the members of the association if:
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than *three quarters* of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- 1.12 **Affiliation Fees** mean those amounts payable under Rule 16.

Rules of Association

2. TITLE

The name of the Club shall be **GLENUNGA NETBALL CLUB INC.**

3. OBJECTS

3.1 The objects of the Club shall be as follows:

- (a) to form netball teams and enter such teams for competition in suitable Australian Netball Leagues, Associations or Competitions.
- (b) to promote and support successful playing of netball, in a fun, social and sporting culture.
- (c) to arrange activities or functions to increase the well-being of the Club financially, and for the development of fellowship amongst players, members, friends, relatives and associates of members and players.
- (d) to do all acts, matters and things conducive to the above Objects or any of them.

3.2 The Club shall operate a separate fund for holding monies to meet the Objects.

3.3 The income and property of the Club will only be applied towards the promotion of the Objects.

3.4 No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Club however nothing in these Rules of Association will prevent payment in good faith to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club;
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Club; or
- (c) of reasonable and proper rent for premises leased by any Member to the Club.

4. MEMBERSHIP

Subject to these Rules:

4.1 The following persons shall be eligible for membership of the Club:

- (a) any Player;
- (b) Coaches; and
- (c) those persons approved by the Management Committee.

4.2 Each Player shall automatically be a Member of the Club from the time that they become registered as a Player until the later of:

- (a) the date on which they are deregistered as a Player with the relevant League or Association; and
 - (b) the date on which their membership is duly terminated by the Management Committee.
- 4.3 The Management Committee may admit as a Member any non-Player upon such conditions as the Management Committee shall deem fit.
- 4.4 A Member of the Club may at any time resign from the Club by providing the Management Committee with written notice.

5. APPLICATION FOR MEMBERSHIP

Any person wishing to become a Member of the Club may:

- 5.1 apply to the Management Committee to be registered as a Player (which application will be automatic upon them becoming a Player); or
- 5.2 apply to the Management Committee to be a non-Player Member pursuant to Rule 4.3,

and subject to, payment of any relevant Affiliation Fees, and approval of the Management Committee, shall be deemed a Member of the Club.

6. HONORARY MEMBERSHIP

- 6.1 The Committee may elect to honorary membership, such persons and for such period as the Committee, at any duly convened meeting, shall approve (**Honorary Members**).
- 6.2 Honorary Members shall not have any voting rights at any meeting of the Club.

7. LIFE MEMBERSHIP

- 7.1 The Management Committee shall have the power to approve any person or persons for honorary life membership of the Club if they satisfy any one of the following conditions:
 - (a) that such person has completed ten (10) years' service as a Player; or
 - (b) that such person has rendered ten (10) years' service to the Club either on and or off field and where such service is deemed worthy at the discretion of the Management Committee at the time of approval.

(**'Life Members'**)

- 7.2 In the event of any such person being approved a Life Member of the Club, they shall be entitled to have their name entered in the register of Life Members of the Club.
- 7.3 Each Life Member shall remain a Life Member for the remainder of their natural life.

8. POWERS

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

9. MANAGEMENT COMMITTEE

9.1 The Club shall be managed and the powers of the club exercised by a Management Committee consisting of not more than ten (10) persons, elected at an Annual General Meeting, which shall at all times include:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer; and
- (d) such other persons nominated and approved by the Members at the Annual General Meeting of the Club.

9.2 Subject to retirement, each elected member of the Management Committee shall hold office until the next Annual General Meeting.

9.3 No person shall be appointed to the Management Committee if their appointment would breach any provision of the Act.

9.4 In the event of a casual vacancy occurring in the Management Committee then such vacancy may be filled by the Management Committee and such person appointed shall hold office until the next Annual General Meeting.

10. OFFICE HOLDERS

10.1 Each Annual General Meeting of the Club shall elect:

- (a) a President;
- (b) a Secretary;
- (c) a Treasurer; and
- (d) if required by the Act, an Auditor

to hold office until the next Annual General Meeting of the Club.

10.2 It shall be permitted for one person to be elected as both Secretary and Treasurer.

10.3 It shall not be permitted for one person to be elected simultaneously as both President and Secretary or President and Treasurer.

10.4 In the event of a casual vacancy occurring in respect of any Office Holder then such vacancy may be filled by the Management Committee and such person appointed shall hold office until the next Annual General Meeting

11. DUTIES OF OFFICERS

11.1 President

The President of the Club shall have the following duties:

- (a) the Club and any league;
- (b) to see that the Club achieves the objects outlined in Rule 3 to enhance the experience of all Members at the Club;
- (c) to oversee all activities of the Club, Management Committee and Players;
- (d) to be the delegate of the Club in dealing with any League, Association or Competition in which the Club is represented;
- (e) to submit to the Management Committee for their approval prior to the Annual General Meeting a draft of their report on the Club's affairs for the previous netball season to be submitted at the Annual General Meeting; and
- (f) carry out such other duties as the Management Committee may direct.

11.2 Secretary

The Secretary of the Club shall have the following duties:

- (a) receive and despatch correspondence for the Club;
- (b) be the custodian of the books, papers and records of the Club;
- (c) arrange for all approvals as may be required under the *Liquor Licensing Act 1997* (SA) for the service of liquor by the Club;
- (d) to convene meetings of the Club and Management Committee (including any Annual General Meeting or Special General Meeting) and shall issue all necessary notices in connection with such meetings;
- (e) to effect all necessary registrations for the Club, any team of the Club and all Players as may be required by any League or Associations in which the Club is represented;
- (f) to be the Public Officer of the Club for the purposes of the Act and perform all such duties as may be required by the Act;
- (g) keep, or cause to be kept, minutes of all meetings of the Club and Management Committee (including any Annual General Meeting or Special General Meeting);
- (h) to keep a register of the Members; and
- (i) carry out such other duties as the Committee shall direct.

11.3 Treasurer

The Treasurer of the Club shall have the following duties:

- (a) to take responsibility for the management and maintenance of the Club's funds, financial accounts and records, investments and bank accounts;
- (b) upon the request of the Management Committee, to present details of the Club's funds, financial accounts and records, investments and bank accounts at all meetings of the Management Committee;
- (c) collect all monies due to the Club, bank them forthwith, and give an official receipt for the same if required;
- (d) arrange for the discharge of all liabilities and accounts for payment of the Club, subject to approval by the Management Committee;
- (e) comply with all relevant provisions of the Act in relation to the accounting records of the Club;
- (f) submit to the Management Committee for their approval prior to the Annual General Meeting a draft of the financial accounts for the Club for the most recent Financial Year prior to that Annual General Meeting, which accounts shall:
 - (i) include a balance sheet and profit and loss statement for the Club as at and for the period ending at the end of the most recent completed Financial Year;
 - (ii) be prepared in accordance with good accounting practice for an entity like the Club.

11.4 Auditor

An Auditor shall only be appointed if required by the Act and upon their appointment shall be responsible for performing all obligations of an Auditor under the Act.

11.5 Delegation

Any Office Holder may delegate any of their duties to:

- (a) any other member of Management Committee without prior approval;
or
- (b) any other Member or person they deem fit with the prior approval of the Management Committee.

12. SIGNATORIES

The Management Committee shall nominate not less than three (3) signatories in respect of the Club's bank accounts and two (2) signatories are required to authorise any electronic or otherwise transfers from the Club's bank accounts.

13. MEETINGS

13.1 Annual General Meeting

- (a) An Annual General Meeting of the Club shall be held no later than 5 months after the completion of each Financial Year on a date to be fixed by the Management Committee, and written notice of such Annual General Meeting shall be sent to all Members no less than seven (7) days prior to the date of such Annual General Meeting.
- (b) At each Annual General Meeting:
 - (i) the President shall submit to the Members a report on the Club's affairs as approved under Rule 11.1(e);
 - (ii) the Treasurer shall make available for the Members upon request, financial accounts for the Club as approved under Rule 11.3(f); and
 - (iii) all other matters required under these Rules shall be attended to.

13.2 Special General Meetings

Special General Meetings shall be convened by the Secretary upon the direction of the Management Committee or upon receipt of a request in writing signed by not less than three (3) Members and setting forth the objects for which the meeting is desired. The Members shall receive not less than seven (7) days written notice of such Special General Meeting stating the business to be dealt with thereat.

13.3 Chairperson

At each Annual General Meeting or Special General Meeting of the Club, the President (being the President at the time prior to such meeting) shall appoint a person to be the Chairperson of such meeting (it shall be permissible for the President to nominate themselves) and in the event of the President not being present, the Chairperson shall be any member of Management Committee elected by a majority of Members present at such meeting.

13.4 Quorum

If after the expiration of fifteen (15) minutes from the time appointed for any Annual General Meeting or Special General Meeting, fewer than five (5) Members are present, that meeting shall stand adjourned to such time and place as the Members present shall determine (being a date not less than seven (7) days after the date of the adjourned meeting).

13.5 Voting

At each Annual General Meeting or Special General Meeting:

- (a) all matters shall be decided by a show of hands, unless not less than three (3) Members shall request that the matter be decided by ballot;

- (b) only financial Members and Life Members of the Club shall be entitled to vote at Annual General Meetings and Special General Meetings. A Member shall be deemed financial if their Subscriptions are not overdue;
- (c) in case of an equality of votes the Chairperson shall have a casting vote; and
- (d) Member may vote by proxy.

14. COMMITTEE MEETINGS

14.1 The Management Committee shall meet on such occasions in each year at such places as the Management Committee shall from time to time determine. Notice of such meetings shall be given by the Secretary not less than five (5) days prior to the date fixed.

14.2 Special Committee Meetings

Upon the requisition in writing of three (3) members of the Management Committee setting forth the objects for which they desire a meeting to be called, the Secretary shall convene a special meeting of the Management Committee within ten (10) days of their receipt of such requisition. Notice of such meeting shall be given to members of the Management Committee in writing, and shall state the business to be dealt with at such special Management Committee meeting. If all members of the Management Committee so agree any requirement under this Rule 14.2 may be waived.

14.3 Quorum

If after the expiration of fifteen (15) minutes from the time appointed for any Management Committee meeting, fewer than three (3) members of the Management Committee be present, the meeting shall stand adjourned to such time and place as the Committee Members present shall determine (being a date not earlier than seven (7) days after the date of the adjourned meeting).

14.4 Repeal of Resolution

No resolution of the Management Committee shall be repealed or altered without the consent of a two-thirds majority of the members of the Management Committee present at any meeting of the Management Committee. Notice of intention to propose such repeal or alteration shall be provided to the members of the Management Committee at the same time as notice of that relevant meeting.

14.5 Chairperson

At each meeting of the Management Committee the President shall appoint a person to be the Chairperson of such meeting (it shall be permissible for the President to nominate themselves) and in the event of the President not being present, the Chairperson shall be any member of Management Committee elected by a majority of members of the Management Committee present at such meeting.

14.6 Voting

At each meeting of the Management Committee:

- (a) all matters shall be decided by a show of hands, unless any member of the Management Committee shall request that the matter be decided by ballot;
- (b) in case of an equality of votes the Chairperson shall have a casting vote; and
- (c) any member of the Management Committee shall be entitled, by written notice to the Secretary, to appoint another member of the Management Committee as their proxy to vote at any meeting of the Management Committee that they are unable to attend.

14.7 The Management Committee may at any time at its discretion frame, alter or repeal by-laws for the conduct of its business provided always that such by-laws shall not be inconsistent with these Rules.

15. COACHES

15.1 Coaches shall be appointed for each team representing the Club at the discretion of the Management Committee ('**Coaches**').

15.2 The Management Committee shall be responsible for setting any remuneration of Coaches.

15.3 The names of the persons appointed as Coaches shall be notified to Members by the Management Committee.

16. AFFILIATION FEES

16.1 The Management Committee may fix from season to season, to be announced at the Annual General Meeting (or such other time as the Management Committee may determine) a subscription to be paid by Players. Affiliation Fees will be payable as soon as the amount has been determined or such later date as may be advised by the Management Committee.

16.2 In the event of any Player failing to pay Affiliation Fees by the appointed date or being unable to meet their obligations to the Club, the Management Committee shall have power to grant such expectations as it deems fit or to terminate the membership of such Players.

17. CLUB UNIFORM

17.1 Subject to this Rule 17, the primary uniform of the Club to be worn by Players representing the Club in matches shall, in respect of females, consist of blue Glenunga Netball Club dress imprinted with pink outlines with Rams logo ('**Female Uniform**') and in respect of males consists of plain blue and pink Glenunga Netball club warm-up t-shirt with plain navy shorts (no personalisation of the t-shirt) ("**Male Uniform**").

17.2 If directed by any League, Association or Competition in which the Club is represented or as determined by the Management Committee the Uniform may be altered or adjusted.

17.3 At the discretion of the Management Committee the Uniform may be adorned with any sponsorship deemed appropriate by the Management Committee subject to the requirement that no advertisement on any Uniform (including any unofficial uniform provided by the Club other than for use in games) shall be used where such addition would be contrary to the standards, interests or principles of the Club.

18. EXECUTION OF DOCUMENTS

18.1 Without limiting the manner in which the Club may execute any contract, the Club may execute any agreement, deed or other document by:

- (a) affixing the Seal;
- (b) President and Secretary signing the same.

19. CESSATION OF MEMBERSHIP

19.1 The Management Committee shall have power to expel any Member from the Club, but such Member shall have at least one (1) week's written notice of the charge or charges and an opportunity to explain their conduct to the Management Committee at a meeting or in writing.

19.2 If such Member shall fail to provide a written explanation of their conduct or appear at a duly appointed meeting of the Committee of Management, a resolution may be taken in their absence. If that meeting decides by a two-thirds majority of those present and voting that such Member shall be expelled they shall forthwith cease to be a Member of the Club.

19.3 The office of a committee member shall become vacant if a committee member is:

- (a) disqualified from being a committee member by the Act;
- (b) expelled as a member under these rules;
- (c) permanently incapacitated by ill health;
- (d) absent without apology from more than four meetings in a financial year;
- (e) no longer the duly appointed representative of a corporate member.

20. LIMITATION OF LIABILITY OF MEMBERS

In the event the Club is wound up, members are liable to contribute a maximum of Twenty Dollars (\$20.00) towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of winding up.

21. ALTERATIONS OF CONSTITUTION AND RULES

21.1 No Rule shall be altered, amended or repealed without a special resolution of the Members of the Club present and voting at a duly called Annual General Meeting or at a Special General Meeting of the Club.

21.2 Written notice, setting out the proposed alteration, amendment or repeal shall be provided to all Members together with the notice of the relevant Annual General Meeting or Special General Meeting.

22. NOTICES

22.1 Any notice to be provided to any Member, Player or person under these Rules shall be deemed to be duly served if sent either by post, fax or email to the postal address, fax number or email address most recently provided by the Member to the Club or posted on the Club's website from time to time. The accidental omission to give any such notice to any Player or Member shall not invalidate any resolution passed at any such meeting.

23. DISPUTE RESOLUTION

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

- (a) a member and another member;
- (b) a member and the association;

23.2 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.

23.3 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.

24. WINDING UP

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

24.2 If any surplus remains following the winding up of the Club, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution which has:

- (a) Objects which are similar to the Objects;
- (b) a constitution which requires its income and property to be applied in promoting its Objects; and
- (c) a constitution which prohibits it from paying or distributing its income and property amongst the Members to an extent at least as great as imposed on the Club by clause 3.4.

24.3 The identity of the institution is to be determined by the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.