

**CONSTITUTION OF THE
KOO WEE RUP NETBALL CLUB
INCORPORATED**

Incorporation No: [A0006151V.]

Updated [February 2023]

RULES OF THE KOO WEE RUP NETBALL CLUB INCORPORATED

1. Name

The name of the incorporated body shall be and be referred to in these Rules as the KWRNC Incorporated

2. Purposes

The purposes of KWRNC Incorporated are to:

1. Conduct, promote, and administer netball in the local area;
2. Advance netball in the local area through development programs and the acquisition of relevant grants and or funds;
3. Provide a safe and quality sporting, volunteer, and spectator experience for its members;
4. Operate as a not for profit organisation to provide netball participation for its members;
5. Act on behalf of and in the interest of its Members and the local community in relation to netball;
6. Affiliate and liaise with the parent body of which the Club is a Member and adopt their rules; and
7. Undertake appropriate management to advance these Purposes.

KWRNC is committed to providing an inclusive and safe physical and emotional environment for every person associated with the club's activities and have adopted the following vision, mission and values.

VISION

To be widely regarded as a successful, family orientated club that provides the opportunity for all players to develop to their potential, whilst ensuring player enjoyment and participation in a friendly, safe and positive environment.

MISSION

KWRNC is dedicated to creating a strong community presence by providing a friendly and welcoming environment that supports players to reach their potential and provides a positive experience for all.

VALUES

Lead by example

Be inclusive, respectful and supportive of others

3. Definitions

1. In these Rules, unless the contrary intention appears—

2.

Committee means the committee of management of the KWRNC Incorporated;

Financial year means the year ending on 31 December

General meeting means a general meeting of members convened in accordance with rule 16

Member means a member of the KWRNC Incorporated as defined in rule 5;

General member of the committee means a member of the committee who is not an executive of the KWRNC Incorporated under rule 13

4. Alteration of the rules

These Rules and the statement of purposes of the KWRNC Incorporated must not be altered except in accordance with the rules of this constitution.

5. Memberships

The rules governing the eligibility for membership of the KWRNC Incorporated are:

1. Application of Membership

- a. An application of a person for membership of the KWRNC Incorporated shall be accepted on payment of any subscriptions set for that current year.
- b. The committee has the right to determine whether to approve or reject any application for membership.

2. Subscription and Fees

- a. The Committee shall determine from time to time any subscriptions and fees payable by members or classes of members, the benefits which apply to, the time for, the duration of, and the manner of payment.
- b. The Committee may determine that any new members who join after the start of a competition season, for that competition season, pay a fee equal to:
 - i. The full subscription or fee; or
 - ii. A pro-rata subscription or fee based on the remaining part of the competition season; or
 - iii. A fixed amount determined from time to time by the Association.

3. Types of Members

Members of the KWRNC Incorporated shall be playing members, non-playing members, committee members and life members, and such other categories of membership as the KWRNC Incorporated in general meeting shall from time to time determine.

- a. **Playing Member** shall mean and include all persons registered as players, competing in any and all competitions representing the KWRNC Incorporated, who has paid their annual fees or subscriptions payable under these Rules.
- b. **Non Playing Member** shall mean and include all persons registered as umpires, coaches, Committee members and/or any other non playing individual, who has paid their annual fees or subscriptions payable under these Rules.

Life Member shall mean and include members elected as Life Members by the KWRNC. The executive committee may appoint life members at the end of season presentation event providing the proposed appointed persons have served the club loyally and made significant contributions to the club for a minimum of ten (10) years.

Life members will receive a Life Membership badge and will hold the same privileges in proceeding years as financial members.

d. **Other Members**

- i. shall mean and include all parents and/or guardians designated on the registration form of a Playing Member and/or a Non-playing Member aged 17 years or under.
- ii. Such other category or categories of Members as determined by the Committee from time to time.

An individual may hold membership under more than one of the above categories simultaneously.

4. Voting Rights

- a. Voting Rights of the KWRNC Incorporated are open to:
 - i. Any member aged 16 years or above shall be entitled to one vote.
 - ii. Any member aged 15 years or under shall be entitled to one vote, which must be made only by one parent or guardian as designated on the registration form of the member for that calendar year.
 - iii. Any member entitled to vote shall only be entitled to one vote, including any member whose membership falls into several membership categories.

2. Voting rights of a person by reason of membership of the KWRNC Incorporated:

- i. are not capable of being transferred or transmitted to another person; and
- ii. terminate upon the termination of membership whether by death or resignation or

otherwise.

5. Effect of Membership

1. Members acknowledge and agree that:

- i. This Constitution constitutes a contract between each of them and the Club and that they are bound by these Rules.

6. Register of Members

1. The Secretary must keep and maintain a register of all members containing:
 - a. the name and address of each member; and,
 - b. the year on which each member paid their entrance fee.
 - c. Any other information determined by the Committee
2. The register is available for inspection free of charge by any member upon reasonable request, at the discretion of the Committee.

7. Ceasing Membership

1. A member of the KWRNC Incorporated who has paid all moneys due and payable by a member to the KWRNC Incorporated may resign from the KWRNC Incorporated by giving ten (10) Business days notice in writing to the Secretary of his or her intention to resign.
2. After the expiry of the period referred to in subrule (1):
 - a. the member ceases to be a member; and
 - b. The Secretary must record in the register of members the date on which the member ceased to be a member.

8. Discipline, Suspension and Expulsion of Members

1. Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the KWRNC Incorporated, the committee may by resolution:
 - a. Suspend that member from membership of the KWRNC Incorporated for a specified period;
or
 - b. Expel that member from the KWRNC Incorporated

A resolution of the committee under subrule (1) does not take effect unless:

- c. At a meeting held in accordance with subrule (3), the committee confirms the resolution; and
- d. If the member exercises a right of appeal to the KWRNC Incorporated under this rule, the KWRNC Incorporated confirms the resolution in accordance with this rule.

2. A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule (4).
3. For the purposes of giving notice in accordance with sub rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - a. Setting out the resolution of the committee and the grounds on which it is based; and
 - b. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - c. Stating the date, place and time of that meeting; and
 - d. Informing the member that he or she may do one or both of the following:
 - i. Attend that meeting;
 - ii. Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - e. Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the KWRNC Incorporated in a general meeting against the resolution.
4. At a meeting of the committee to confirm or revoke a resolution passed under sub rule (1), the committee must:
 - a. Give the member and complainant an opportunity to be heard; and
 - b. Give due consideration to any written statement submitted by the member and complainant;
 - c. Allow the member and the complainant to have an adult representative, which representative shall not be legally trained or qualified; and
 - d. Determine by resolution whether to confirm or to revoke the resolution.
5. If, at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the KWRNC Incorporated in general meeting against the resolution.
6. If the Secretary receives a notice under sub rule (5), he or she must notify the committee and the committee must convene a general meeting of the KWRNC Incorporated to be held within 21 days after the date on which the Secretary received the notice.

7. At a general meeting of the KWRNC Incorporated convened under sub rule (6):
 - a. No business other than the question of the appeal may be conducted; and
 - b. The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - c. The member, or his or her representative, must be given an opportunity to be heard; and
 - d. The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
8. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.
9. Non-Application of Rule 8
 - a. Rule 8 shall not apply to any incident or matter to which the Competition Regulation or the Member Protection Regulation of KWRNC Incorporated, or the parent body with which the Club is affiliated, or Netball Victoria applies.
 - b. Any competition related matter or member protection related matter should be dealt with in accordance with the disciplinary procedure set out in the Competition Regulation or Member Protection Regulation of KWRNC Incorporated, or the parent body with which the Club is affiliated, or Netball Victoria applies.

9. Grievance Procedure - Disputes and Mediation

1. The grievance procedure set out in this rule applies to disputes under these Rules between:
 - a. A member and another member; or
 - b. A member and the Committee
 - c. A member and the KWRNC Incorporated.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
3. 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.
4. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
5. The mediator must be :
 - a. A person having knowledge and expertise in relation to netball
 - b. person chosen by agreement between the parties; or

- c. In the absence of agreement:
 - ii. In the case of a dispute between a member and another member, a person appointed by the committee of the KWRNC Incorporated; or
 - iii. In the case of a dispute between a member and the Committee or the KWRNC Incorporated, a person who is a mediator appointed by such independent mediation service as is determined by the President.
6. A member of the KWRNC Incorporated can be a mediator.
7. The mediator cannot be a member who is a party to the dispute.
8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
9. The mediator, in conducting the mediation, must:
 - a. Give the parties to the mediation process every opportunity to be heard; and
 - b. Allow due consideration by all parties of any written statement submitted by any party; and
 - c. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - d. Allow each of the parties to have an adult representative, who is not already a party to the dispute, and who shall not be legally trained or qualified.
10. The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

10. Annual General Meetings

1. The annual general meeting will be held no later than the second week in October
2. The notice convening the annual general meeting must be given at least 14 days prior to the date set and specify that the meeting is an annual general meeting.
3. The ordinary business of the annual general meeting shall be:
 - a. To confirm the minutes of the previous annual general meeting and
 - b. to receive from the committee reports upon the transactions of the KWRNC Incorporated during the last preceding financial year; and
 - c. To elect executives of the KWRNC Incorporated and the general members of the committee; and

- d. to set Annual Membership fees; and
 - e. receive and adopt any amendments and additions to the Constitution (such alterations can be made at this meeting)
10. The annual general meeting may conduct any special business of which notice has been given 21 days prior to this meeting and in accordance with these Rules.

11. Committee of Management

1. The affairs of the KWRNC Incorporated shall be managed by the committee of management.
2. The committee shall consist of:
 - a. The Executives of the KWRNC Incorporated; and
 - b. Two or more general committee members

Each of whom shall be elected at the annual general meeting of the KWRNC Incorporated in each year.

3. The Executive committee:
 - a. Shall control and manage the business and affairs of the KWRNC Incorporated; and
 - b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the KWRNC Incorporated other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the KWRNC Incorporated; and
 - c. Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the KWRNC Incorporated.

4. Committee members and former committee members must not make improper use of:
 - a. Their position; or
 - b. Information acquired by virtue of holding their position –

so as to gain an advantage for themselves or any other person or to cause detriment to the KWRNC Incorporated.

12. Executive Committee

1. The executives of the KWRNC Incorporated shall be:
 - a. President;
 - b. Vice President; and
 - c. Treasurer; and
 - d. Secretary;
 - e. Junior Vice President.
2. Each officer of the KWRNC Incorporated shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
3. In the event of a casual vacancy in any office referred to in sub rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

13. General Members of the Committee

1. Subject to these Rules, each general member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
2. In the event of a casual vacancy occurring in the office of a general member of the committee, the committee may appoint a member of [insert club name] Incorporated to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

14. Election of Executives and General Committee Members

1. Nominations of candidates for election as executives of the KWRNC Incorporated or as general members of the committee must be—
 - a. made in writing, signed by two members of the KWRNC Incorporated and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

and

- b. Delivered to the Secretary of the KWRNC Incorporated 7 days prior to the holding of the annual general meeting.
2. A candidate may only be nominated for one executive position, or as a general member of the committee, prior to the annual general meeting.
3. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
6. The ballot for the election of executives and general members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

15. Vacancies

The office of an executive of the KWRNC Incorporated, or of a general member of the committee, becomes vacant if the executive or general member of the committee —

- a. Ceases to be a member of the KWRNC Incorporated; or
- b. Becomes an insolvent under administration within the meaning of the Corporations Act; or
- c. Resigns from office by notice in writing given to the Secretary; or
- d. Dies or becomes medically unfit to hold such as position

Should a position be surrendered or forfeited at any time throughout the year, notice of intention to elect a new office bearer must be given at the next general meeting and appointment of that position may then take place at the following general meeting.

16. General Meetings

1. In addition to the annual general meeting, any special and /or general meetings may be held in the same year.
2. General meetings must be held at least 3 times in each year at such place and such times as the executive committee may determine.
3. The executive committee or a request of any five members may, whenever it thinks fit, convene a special general meeting of the KWRNC Incorporated.
4. The request for a special general meeting must:

- a. State the objects of the meeting; and
 - b. Be sent to the Secretary; and
 - c. The secretary must notify all members seven days prior to the meeting.
5. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the KWRNC Incorporated to the persons incurring the expenses.

17. Notice of General Meetings

1. The Secretary of the KWRNC Incorporated, at least 7 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the KWRNC Incorporated, must cause to be sent to each member of the KWRNC Incorporated, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
2. Notice may be sent:
 - a. by electronic transmission; or
 - b. in writing
3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
4. A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

18. Quorum at General Meetings

1. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
3. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - a. In the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - b. In any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

19. Presiding at General Meetings

1. The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the KWRNC Incorporated.
2. If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

20. Adjournment of Meetings

1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
4. Except as provided in sub rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting at General Meetings

1. Upon any question arising at a general meeting of the KWRNC Incorporated, a member has one vote only as referred to in sub rule 4(4).
2. All votes must be given personally and proxy votes are not permitted.
3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
4. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the KWRNC Incorporated have been paid.

22. Manner of determining whether resolution carried

If a question arising at a general meeting of the KWRNC Incorporated is determined on a show of hands –

- a. A declaration by the Chairperson that a resolution has been:
 - i. Carried; or
 - ii. Carried unanimously; or
 - iii. Carried by a particular majority; or
 - iv. Lost; and
- b. An entry to that effect in the minutes of the KWRNC Incorporated

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

1. Subject to these Rules, each general member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
2. In the event of a casual vacancy occurring in the office of a general member of the committee, the committee may appoint a member of KWRNC Incorporated to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
3. Conflict of Interest –
 - a. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.
 - b. The member
 - i. Must not be present while the matter is being considered at the meeting; and
 - ii. Must not vote on the matter.

(Note -Under Section 81 (3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.)

- c. This rule does not apply to a material personal interest –
 - i. That exists only because the member belongs to a class of persons for whose benefit the [insert club name] Incorporated is established.
 - ii. That the member has in common with all, or a substantial proportion of, the members of the [insert club name] Incorporated.

23. Removal of committee member

1. The KWRNC Incorporated in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
2. A member who is the subject of a proposed resolution referred to in sub rule (1) may make representations in writing to the Secretary or President of the KWRNC Incorporated (not exceeding a reasonable length) and may request that the representations be provided to the members of the KWRNC Incorporated.
3. The Secretary or the President may give a copy of the representations to each member of the KWRNC Incorporated or, if they are not so given, the member may require that they be read out at the meeting.

24. Minutes of meetings

The Secretary of the KWRNC Incorporated must keep a record of accurate minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

- a. Upon request, any member must be provided with a copy of any minutes and all relating correspondence from a general meeting only, in which they were a member at the time.
- b. Minutes taken at committee meetings will be provided only to current committee members, present at or absent from the meeting.
- c. If a member has a specific request for the committee of management to discuss at a committee meeting, and that item is discussed and or voted on, than only the relevant section of the minutes referring to the said discussed item may be forwarded to the member upon request.

25. Funds

1. The Treasurer of the KWRNC Incorporated must—
 - a. collect and receive all moneys due to the KWRNC Incorporated and make all payments authorised by the KWRNC Incorporated; and
 - b. Keep correct accounts and books showing the financial affairs of the KWRNC Incorporated with full details of all receipts and expenditure connected with the activities of the KWNC Incorporated.
 - c. A statement showing the financial position of the club shall be tabled monthly
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
3. The funds of the KWRNC Incorporated shall be derived from fees, annual subscriptions,

donations, sponsorships, fundraising and such other sources as the committee determines.

4. The income and property of the Club shall be applied solely towards the promotion of the Purposes
5. No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

26. Seal

The KWRNC Incorporated does not wish to have a “common seal”.

27. Notice to members

Any notice that is required to be given to a member, by or on behalf of the KWRNC Incorporated, under these Rules may be given by:

- a. Delivering the notice to the member personally; or
- b. Written notice; or
- c. Electronic transmission;
- d. Facsimile transmission, if the member has requested that the notice be given to him or her in this manner.

28. Winding up

In the event of the winding up or the cancellation of the incorporation of the KWRNC Incorporated, the assets of the KWRNC Incorporated must be held in a trust by the committee of management of the KooWeeRup Recreation Reserve for a maximum of a three year period, there after to be donated to a non-profit organization in the community as determined by the last outgoing executive committee.

29. Custody and inspection of books and records

1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the KWRNC Incorporated.
2. All accounts, books, securities and any other relevant documents of the KWRNC Incorporated must be available for inspection (but not copying) free of charge by any member upon request.
3. All committee members or former committee members are required to return any documents belonging to the KWRNC Incorporated within 28 days if they cease to hold office or be members of KWRNC Incorporated. A failure to return documents with the 28 day time frame allows the KWRNC Incorporated to apply to the Magistrates Court to ensure compliance.

30. Constitution Changes

1. Any proposed alterations to the constitution shall be:
 - a. Notified in writing to the secretary no less than 21 days before the annual general meeting.
 - b. All proposed changes shall be discussed at a general meeting prior to the annual general meeting
 - c. Notification of changes must be forwarded to all members no less than 21 days prior to the annual general meeting
2. Amendments, alterations, interpretation or other changes to regulations shall be advised to members by means of notice approved by the committee. Notices shall be binding upon all members.

31. Regulations and additional rules

1. The Committee may make regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations shall have the same force and effect as this Constitution, but shall not be in any way oppose or be in conflict with this Constitution and that they will not expand on the constitution. Such regulations shall be made available on request.
2. Amendments, alterations, interpretation or other changes to regulations shall be advised to members by means of notice approved by the committee. Notices shall be binding upon all members.

32. Regulations and additional rules

All matters not dealt with in this Constitution will be considered by the Executive of KWRNC Incorporated and brought into effect if necessary in the form of By-Laws of the Club.

