



**NEW SOUTH WALES NETBALL ASSOCIATION LIMITED
NOTICE OF THE NOVEMBER 2018 EXTRA ORDINARY COUNCIL MEETING**

Notice is hereby given that an Extra Ordinary Council Meeting of the New South Wales Netball Association Limited will be held **on Saturday 3 November 2018 at Novotel Hotel (Rooty Hill RSL), 33 Railway Street, Rooty Hill** commencing at **9:00am**.

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Mike Anderson
Company Secretary

1. Apologies

2. Notices of Motion – Proposed Changes to Netball NSW Constitution

1. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 1.1 *Definitions, Notice* be amended as follows:

1.1 Notice definition

Notice includes all written communications to Members, **including electronic communications.**

Rationale

Amendment on the basis that electronic communications are written communications.

2. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 11 *Life Members* be amended as follows:

11 Life Members

- (a) An Individual ~~Member~~ may be nominated to receive Life Membership of the Company in recognition of not less than ten (10) years outstanding service to the Company in accordance with this Clause 11 and any such policy relating to the awarding of Life Membership as may be in place from time to time.
- (b) A candidate for election as a Life Member must be nominated **in writing** by two (2) ~~Senior Individual~~ Members **of affiliated Associations who are at least 18 years of age** with such nominations being received by the Chief Executive Officer by 31 October each year.
- (c) The Board of Directors shall review all nominations received to ensure nomination meets criteria as defined and, if appropriate, put forward such nomination for voting.
- (d) Once approval for voting to proceed has been given by the Board, ~~of Directors,~~ **election as a ballot for the award of** Life Membership shall be conducted in accordance with the Election and Voting Policy. If an affirmative vote is returned, **the award of** Life Membership will be announced and presented at the Annual General Meeting.
- (e) The Board may at any time and from time to time fix the total number of persons who may be Life Members at any time and the maximum number of candidates who may be nominated in any year.
- (f) All Netball NSW Life Members will be registered directly with the Company.
- (g) A Life Member who nominates for election as a Director of the Company must comply with Clause 15.3 of this Constitution.

Rationale

Amendment to align with the Election and Voting Policy.

3. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.4(b) *General Meetings, Quorum* be amended as follows:

14.4 Quorum

- (a) No business may be transacted at the Annual General Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) The quorum for the Annual General Meeting shall be Delegates representing one quarter of the affiliated Associations and ~~four Directors~~ **a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution**. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting must stand adjourned to a date fixed by the Board; the adjourned meeting will be convened by the Company Secretary as directed by the Board. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present will be a quorum.

Rationale

Clarity of quorum.

4. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.7 *General Meetings, Voting at the Annual General Meeting* be amended as follows:

14.7 Voting at the Annual General Meeting

- (a) Each Council Member, being affiliated Association Delegates, Life Members and Directors will have one vote to be taken in such manner as the President directs.
- (b) A vote may be submitted by any Council ~~Member~~ in regards to any item listed on the Notice of the Annual General Meeting, **on request**.
- (c) ~~Voting for The Election of Directors where such voting~~ shall be conducted by the Returning Officer in accordance with the Election and Voting Policy.
- (d) Excluding items listed on the Notice of the Annual General Meeting for which a vote may be cast, questions arising from the floor of an Annual General Meeting must be decided by a majority of votes cast by the Delegates of Associations, Life Members and Directors, present at that meeting.

Rationale

Amendment to align with the Election and Voting Policy.

5. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.10(b) – *General Meetings, Quorum* be amended as follows:

14.10 Quorum

- (a) No business may be transacted at any Extra Ordinary Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.

- (b) Unless otherwise provided in this Constitution, a quorum for an Extra Ordinary Meeting shall be Delegates representing one-quarter of the affiliated Associations and ~~four Directors~~ a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting:
- (1) if convened upon the requisition of Members, must be dissolved; and
 - (2) in any other case it must stand adjourned to be held within 14 days at the same time and place,
- and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will be a quorum.

Rationale

Clarity of quorum, which will provide consistency with Clause 14.4 (b)

6. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.14(d)(3) *General Meetings, Proceedings of General Meetings* be amended as follows:

14.14(d) Proceedings of General Meetings

- (d) The Council shall, at the November meeting each year, conduct the following business as part of the business of the meeting:
- (1) ~~S~~set the annual affiliation fees payable by each Association in accordance with Clause 9.4; and
 - (2) ~~S~~set the annual individual membership fees payable by each individual member in accordance with Clause 9.5. Reference is also made to Clause 15.1 (b) and the Affiliation and Membership Policy in regard to remote and isolated Associations.
 - (3) ~~Review the Grading Policy and Procedures and Rules for State Championships, State Age, Night Inter District and Association Carnivals and make such changes as the meeting shall adopt as appropriate for the ensuing year. No further changes will be made to these rules following the conclusion of the November Council meeting each year.~~

Rationale

Changes to competitions mean that these competitions will not be held, so this clause is not needed.

7. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.15(b) *General Meetings, Voting at General Meetings* be amended as follows:

14.15 Voting at General Meetings

- (b) A vote may be submitted by any Council member in regards to any item listed on the Notice of the General Meeting ~~on request~~.

Rationale

Amendment to align to the Election and Voting Policy.

8. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 14.16(b) *General Meetings, Quorum*, Notice be amended as follows:

14.16 Quorum

- (a) No business may be transacted at any General Meeting, except the adjournment of a meeting, unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Unless otherwise provided in this Constitution, a quorum for all General Meetings shall be Delegates representing one-quarter of the affiliated Associations and ~~four Directors~~ a majority of the Directors who have been appointed as Members under Clause 9.3 of this Constitution. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting.

(1) If convened upon the requisition of Members, must be dissolved; and

(2) in any other case it must stand adjourned to the same day in the next week, at the same time and place,

and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present will be a quorum.

Rationale

Clarity of quorum to be consistent with clause 14.4 (b) and 14.10 (b).

9. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 15.6 *Directors, Membership of Associations* be amended as follows:

15.6 Membership of Associations

No more than two Directors may be a member of the same Association at any one time, ~~whether that membership relates to a primary or secondary registration.~~

Rationale

With secondary registrations available this provides clarity around possible situations that may arise.

10. **MOVED** the Board of Directors and seconded by the Board of Directors that Clause 15.7(a) *Directors, Procedure for Election of Directors* be amended as follows:

15.7 (a) Procedure for Election of Directors

The Returning Officer must, by ~~28-21~~ days written Notice, advise Members of an election of Directors to be held with such elections to be held in accordance with the Election and Postal Voting Policy.

Rationale

Consistency with other processes – Annual General Meeting and Council Meetings are 21 days.



11. MOVED the Board of Directors and seconded by the Board of Directors that Clause 17.1 – *Company Secretary, Statutory Responsibilities* be amended as follows:

17.1 Statutory Responsibilities

The Company Secretary shall:

- (a) ~~The Company Secretary shall~~ Ensure that the Company complies with its statutory obligations under any relevant laws and regulations;
- (b) ~~The Company Secretary shall~~ Ensure that the Company maintains the required statutory records including membership registers, the requisite retention of documents and records and completion and lodgement of statutory forms/returns and reporting under relevant legislation and requirements;
- (c) ~~The Company Secretary shall~~ Ensure adherence with the Company’s Constitution **and prepare a corporate governance/policy manual for Directors/management**
- (d) ~~The Company Secretary shall~~ Record and advise ASIC where necessary, declarations/conflicts of interest of Directors and have custody of the Common Seal and record usage; **and**
- (e) **Assist the Chairperson and Directors in the conduct of meetings and their directorial and governance obligations and responsibilities.**

Rationale

This is not the current practice nor a requirement under the Corporation Act.

12. MOVED Board of Directors and seconded by Board of Directors that all correct spelling, grammar and clause numbering within the Constitution be amended as required.

Correct spelling, grammar and clause numbering.
