

The NSW Netball Association Limited

Extraordinary General Meeting of the Council

Minutes of Meeting

- Date:** Saturday 07 November 2020
- Time:** 9:00am (AEST)
- Venue:** Hybrid: Via Zoom video conference & Tennis NSW Function Room, Rod Laver Drive, Sydney Olympic Park

The Australian Securities & Investments Commission (“ASIC”) has recognised that Coronavirus (COVID-19) is impacting on companies’ ability to hold general meetings by way of a gathering of members in person. On March 20, 2020, ASIC announced that it considers that hybrid general meetings are permitted under the *Corporations Act 2001* (Cth) (**Act**) – assuming there is no prohibition or restriction in the entity’s constitution. This view is based on section 249S of the Act - which expressly allows a company to hold a general meeting at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate. This section applies to Netball NSW. Netball NSW’s constitution does not prohibit or restrict the holding of a hybrid general meeting. Accordingly, Netball NSW is permitted to hold a hybrid general meeting.

As such Netball NSW will be holding our first extraordinary Council meeting of 2020 as hybrid meeting. That is, the meeting will be held at a physical location (Tennis NSW Function Room, Rod Laver Drive, Sydney Olympic Park) with the Board, a small number of selected Netball NSW officeholders and up to 2 Association Delegates and Life Members able to attend in person (due to COVID-19 capacity restrictions and adherence to COVID-19 guidelines) plus the use of an online ZOOM technology facility for those Association Delegates and Life Members who are not able to attend in person.

Extraordinary General Meeting of the Council
THE NEW SOUTH WALES NETBALL ASSOCIATION LIMITED (ACN 001 685 007)
Saturday 07 November 2020

at Tennis NSW Function Room, Rod Laver Drive, Sydney Olympic Park and via Zoom video conference
Commencing at 9:00am

The meeting commenced @ 9:10am.

The President declared the meeting open at 9.10am, made the Acknowledgement to Country and welcomed delegates.

Quorum is 29 and 5 Directors; 46 Associations and 9 Directors are in attendance, therefore Quorum is met.

The President noted the meeting is being recorded.

The President briefly discussed meeting protocols. Polling will be utilised for voting. Move/seconding via Chat, please use full name and Association. The Chat function is to also be used for any questions throughout the meeting.

Netball NSW will be utilising a program called Election Runner to run the Poll.

Netball NSW Board and staff present in the room are:

- Louise Sullivan, President
- Ruth Havrlant, Director
- Vincent De Luca OAM, Director
- Carol Murphy, Director
- Claire Tynan, Director
- Carolyn Campbell, Chief Executive Officer
- Michael Anderson: Returning Officer & Executive General Manager Finance & Strategy
- Darren Simpson, Executive General Manager Community & Pathways
- Also, Netball NSW staff who are assisting.

The President also acknowledged all other Netball NSW Directors who are participating via Zoom.

1. Attendance

1.1 Delegates

| | Association | Name |
|----|--|--------------------|
| 1. | Armidale District Netball Association | Justine Kavanagh |
| 2. | Armidale District Netball Association | Judi Hansen |
| 3. | Ballina Netball Association | Julie Davis |
| 4. | Bankstown City Netball Association | Nicole Oram |
| 5. | Baulkham Hills Shire Netball Association | Monica O'Callaghan |

| | Association | Name |
|-----|---|--------------------|
| 6. | Baulkham Hills Shire Netball Association | Kylie Tzavaras |
| 7. | Blacktown City Netball Association | Kathy Booth |
| 8. | Blacktown City Netball Association | Robert Fitzgerald |
| 9. | Blue Mountains Netball Association | Tracey Arnold |
| 10. | Blue Mountains Netball Association | Denise Thrift |
| 11. | Brunswick Byron Netball Association | Narelle Anderton |
| 12. | Callaghan Netball Association | Bronwyn Vosilla |
| 13. | Camden District Netball Association | Lyndall Schuhmeier |
| 14. | Camden District Netball Association | Jenny Bazley |
| 15. | Campbelltown Netball Association | Nancy Marshall |
| 16. | Charlestown Netball Association | Dianne Pascoe |
| 17. | Charlestown Netball Association | Gail Mayers |
| 18. | Coffs Harbour Netball Association | Vicki Morris |
| 19. | Eastwood Ryde Netball Association | Judy Watt |
| 20. | Eastwood Ryde Netball Association | Karen Waud |
| 21. | Fairfield District Netball Association | Beverley Dew |
| 22. | Gosford District Netball Association | Joy Dasan |
| 23. | Grafton District Netball Association | Brooke Burton |
| 24. | Grafton District Netball Association | Kylie Rainbow |
| 25. | Hastings Valley Netball Association | Cathy Glover |
| 26. | Hawkesbury District Netball Association | Tracy Chalk |
| 27. | Hills District Netball Association | Jennie Thompson |
| 28. | Hills District Netball Association | Doug MacColl |
| 29. | Hume Netball Association | Emily Bush |
| 30. | Illawarra District Netball Association | Dianne Elvy |
| 31. | Illawarra District Netball Association | Lyn Holmes |
| 32. | Inner Western Suburbs Netball Association | Anne Tait |
| 33. | Inner Western Suburbs Netball Association | Leanne Blackmore |
| 34. | Kiama Netball Association | Michelle Gregory |
| 35. | Ku-Ring-Gai District Netball Association | Jo-Anne Perry |
| 36. | Ku-Ring-Gai District Netball Association | Kathy Staggs |
| 37. | Lismore & District Netball Association | Shirley Donovan |
| 38. | Lismore & District Netball Association | Fiona Fennamore |
| 39. | Liverpool City Netball Association | Rebecca Wakefield |
| 40. | Liverpool City Netball Association | Jennie Webster OAM |
| 41. | Lower Clarence Netball Association | Shelly White |

| | Association | Name |
|-----|---|--------------------|
| 42. | Lower Clarence Netball Association | Tania Kane |
| 43. | Macleay Netball Association | Karen Lambley |
| 44. | Maitland District Netball Association | Leearna Bennett |
| 45. | Maitland District Netball Association | Kim Stakey |
| 46. | Manly Warringah Netball Association | Colette Longley |
| 47. | Manly Warringah Netball Association | Cathy Hurditch |
| 48. | Manning Valley Netball Association | Janine Kennewell |
| 49. | Mount Druitt Netball Association | Margaret Weir |
| 50. | Nelson Bay Netball Association | Sheridan Workman |
| 51. | Newcastle Netball Association Inc | Ellen Monaghan OAM |
| 52. | Newcastle Netball Association Inc | Cheryl Hernando |
| 53. | Northern Suburbs Netball Asso | Ineke Walker |
| 54. | Orange District Netball Association | Jane Dennis |
| 55. | Parramatta Auburn Netball Association | Kim Higgins |
| 56. | Penrith District Netball Association | Joy Gillett OAM |
| 57. | Penrith District Netball Association | Patricia Mann |
| 58. | Randwick Netball Association | Marie Kelly |
| 59. | Randwick Netball Association | Fran Reynolds |
| 60. | Shoalhaven Netball Association | Wilma Klein |
| 61. | Shoalhaven Netball Association | Kathy Rembisz |
| 62. | St George District Netball Association | Lara Mina |
| 63. | St George District Netball Association | Helen Andrews |
| 64. | Sutherland Shire Netball Association | Karen Salter |
| 65. | Sutherland Shire Netball Association | Prue Haberecht |
| 66. | Tamworth Netball Association | Rebecca McKenzie |
| 67. | Tamworth Netball Association | Lisa Fox |
| 68. | Westlakes District Netball Association | Pamella Burt |
| 69. | Westlakes District Netball Association Inc. | Madeline Allen |
| 70. | Wollondilly Netball Association | Amy Keshan |
| 71. | Woolgoolga District Netball Association | Sandra Thorpe |
| 72. | Woolgoolga District Netball Association | Michael Thorpe |
| 73. | Woy Woy Peninsula Netball Association | Lisa Coakley |
| 74. | Wyong District Netball Association | Chris Miles |
| 75. | Netball NSW Life Member | Wendy Archer AM |
| 76. | Netball NSW Life Member | Maureen Boyle OAM |
| 77. | Netball NSW Life Member | Anne Doring OAM |

| | Association | Name |
|-----|-------------------------|---------------------|
| 78. | Netball NSW Life Member | Julie Fitzgerald AM |
| 79. | Netball NSW Life Member | John Hahn |
| 80. | Netball NSW Life Member | Lynn Quinn OAM |
| 81. | Netball NSW Life Member | Adele Saunders OAM |
| 82. | Netball NSW Life Member | Rodney Watson OAM |

1.2 Observers

| | Association | Name |
|-----|--------------------------------------|-----------------|
| 83. | Charlestown Netball Association | Peta Forder |
| 84. | Hills District Netball Association | Lyn Burgess OAM |
| 85. | Newcastle Netball Association Inc | Lucia Wilcox |
| 86. | Sutherland Shire Netball Association | Jennifer Rees |
| 87. | Audit and Risk Committee Member | Michelle Chant |

1.3 Netball NSW Board

| | Association | Name |
|-----|-------------|---------------------|
| 88. | President | Louise Sullivan |
| 89. | Director | Myles Baron-Hay |
| 90. | Director | Vincent De Luca OAM |
| 91. | Director | Ruth Havrlant |
| 92. | Director | Catherine Matthews |
| 93. | Director | Matt Miller |
| 94. | Director | Carol Murphy |
| 95. | Director | Katherine Simmonds |
| 96. | Director | Claire Tynan |

1.4 Netball NSW Staff

| | Association | Name |
|------|--|------------------|
| 97. | Chief Executive Officer | Carolyn Campbell |
| 98. | Community Engagement Manager | Melissa Achten |
| 99. | Executive General Manager Finance & Strategy | Michael Anderson |
| 100. | Participation Manager | Melanie Chapman |
| 101. | Competitions Manager | Claire Dale |
| 102. | Executive Support Officer | Karen de Ridder |
| 103. | Executive General Manager Community & Pathways | Darren Simpson |
| 104. | General Manager Communities | Lauren Woods |

1.5 Apologies

| | Association | Name |
|-----|---|---------------------|
| 1. | City of Sydney Netball Association | Jayne Occhiuto |
| 2. | City of Sydney Netball Association | Suzanne Simpson |
| 3. | Dungog Netball Association | Samantha Rumbel |
| 4. | Gosford Netball Association | Belinda Beresford |
| 5. | Hastings Valley Netball Association | Rosemary Miller |
| 6. | Hawkesbury District Netball Association | Vivienne Bertenshaw |
| 7. | Life Member | Anne Sargeant OAM |
| 8. | Macleay Netball Association | Petra Hayman |
| 9. | Manning Valley Netball Association | Kelly Northam |
| 10. | Men's Netball NSW | Clare McCabe |
| 11. | Parramatta Auburn Netball Association | Lyn Welfare |
| 12. | Singleton Netball Association | Emily Richardson |
| 13. | Ulladulla & Districts Netball Association | Robin Butler |
| 14. | Woy Woy Peninsula Netball Association | Nichole Barnes |

MOVED: Lyn Quinn OAM Life Member; **Seconded:** St George that the apologies for the Council meeting be noted.

CARRIED

2. Proposed Netball NSW Constitution Changes

2.1 Netball NSW Constitution – Notice of Motion

- Moved** the Board of Directors and seconded by the Board of Directors that the Netball NSW Constitution be adopted as per the attached document (Attachment 1).
- Moved** by the Board of Directors and seconded by the Board of Directors that all correct spelling, grammar, formatting and clause numbering within the constitution be amended as required.

The President addressed the meeting in respect of the proposed Constitution changes. She noted there has been significant consultation with Associations over the past 2 or so years. The President thanked Wendy Archer AM in her capacity as Past President of Netball NSW and Rodney Watson OAM as Life Member and past Chair of Netball NSW's Governance Sub-Committee for supporting the further information letter that was distributed to Associations earlier in the week.

The President noted the changes are proposed after an extensive review by the Netball NSW Governance Sub-Committee (Chaired by NNSW Director Carol Murphy) to bring the Constitution more consistently in line with the current Sports Governance Principles and Sport Governance Standards of Sport Australia (where relevant for Netball NSW) as well as to simplify wording and streamline the meeting provisions. Where needed, the Board has accepted feedback from Council and adjusted the proposed Constitution to respond to those concerns.

It was noted that the NNSW Board fully supports the proposed changes to the Constitution on the basis the amendments will assist to continue Netball NSW's journey over recent times towards a more contemporary

governance structure, whilst recognising the careful balance required to ensure it remains relevant and appropriate to our NSW netball community. In respect of the election of President/Chair change, the President noted NT, SA and NSW are the only Member Organisations that still have election of the Chair/President directly by Associations. All are proposing a similar change to NSW in EGM's over coming months so this governance structure will hopefully be consistent across netball and in line with current Sport Australia recommendations. The President noted that with the 'State of the Game Report' now pending, and after a challenging 2020, it is a significant time for netball to pivot and capture our opportunities to best position our sport for future success. Having the strongest and most appropriate governance framework in which to operate successfully is a critical piece, and we ask for our membership's support.

The President concluded by noting that it has been an honour and privilege to serve as Netball NSW President since 2018 and with her current term concluding at next year's AGM she is confident that, if approved, the new governance system will be a positive move forward.

Speakers for the motions:

- Lynn Quinn OAM Life Member: as a long-time member of Netball NSW and attending meetings since 1976, she has seen many Constitutional changes over the years, not all of which she supported. In this case she acknowledged the positive work done by the Board and in particular Carol Murphy in presenting the proposed changes and consulting with the membership to respond to concerns. She confirmed her support for the motion.
- Anne Doring OAM Life Member: also expressed after lengthy and difficult personal consideration that she now supports the change to the election of the Chair by the Board. She confirmed her support for the motion.
- Rodney Watson OAM Life Member: reflected on the major changes that were made some years ago, whilst he was on the Board. He acknowledged these further proposed changes will ensure Netball NSW remains in line with current governance guidelines and remains relevant. He confirmed his support for the motion.
- Doug MacColl: Encouraged delegates to respect the past but embrace the future. He confirmed his support for the changes.

There were no speakers against the motion.

Delegates were instructed to cast their votes for both Motions 1 and 2 via the online polling program. 75% voting in favour is required for the motions to pass.

Voting results:

Total voting power 91

Motion 1:

Moved the Board of Directors and seconded by the Board of Directors that the Netball NSW Constitution be adopted as per the attached document (Attachment 1).

- For: 86
- Against: 5
- Result: 94.5% in favour.

CARRIED

Motion 2:

Moved by the Board of Directors and seconded by the Board of Directors that all correct spelling, grammar, formatting and clause numbering within the constitution be amended as required.

- For: 88
- Against: 3
- Result: 96.7% in favour.

CARRIED

The President thanked everyone for their overwhelming support of the changes but particularly the Life Members that had spoken in favour of the motion today which was a special reflection of how far Netball NSW had come to work together on such substantial reforms.

The President reflected that it took courage for individuals to challenge themselves and previous ways of thinking about issues, but that the balance of views and experience Netball NSW's Council has from our Life Members to all our delegates and Board is so important to ensure Netball NSW moves to the future respectful of the past but embracing new ideas.

The President acknowledged the work the Governance Committee has done, led by Carol Murphy, and also the Netball NSW staff for the work that has been done.

The meeting concluded @ 10:06am