

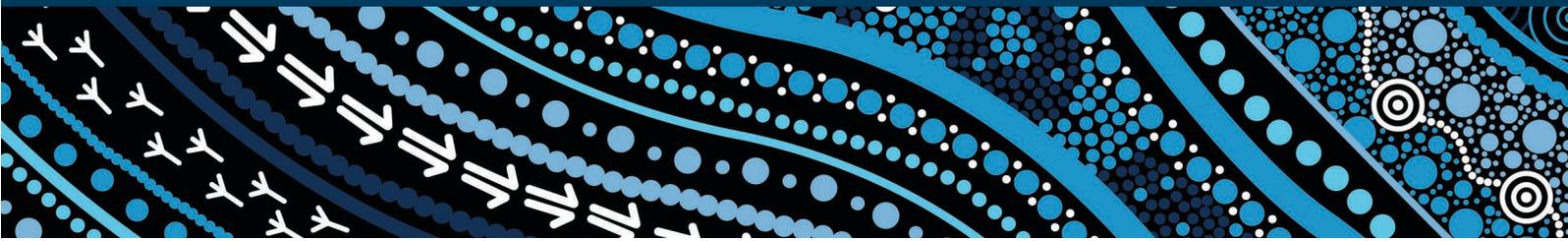


netball
NEW SOUTH WALES

Notice of Council Meeting

Saturday 21 March 2026, 2:00pm

Netball Central, 2 Olympic Boulevard, Sydney Olympic Park
or virtually via Microsoft Teams



Notice is hereby given of The New South Wales Netball Association Limited Council Meeting on **Saturday 21 March 2026**. The Council Meeting will commence directly after the Annual General Meeting which will commence at 2:00pm, with registration to open in-person and online from 1:30pm.

Attendees are invited to attend either in-person at Netball Central OR online via Microsoft Teams.

- Each Affiliate Member is entitled to appoint up to two Delegates who may each attend and vote at Members' Meetings on behalf of the Affiliate Member.
- Life Members and Directors will have one vote each. If a Director is also a Life Member, that Director may only exercise one vote.
- As per clause 12.3 of the Netball NSW Constitution, delegates of Affiliate Members and other Voting Members may appoint a proxy to attend and vote at the Members' Meeting on their behalf.
 - All proxies must also be a Member of Netball NSW.
 - The document appointing a proxy must:
 - Be in writing;
 - Include the name and address of the proxy;
 - Be signed on behalf of the Delegate of the Affiliate Member, or other Voting Member appointing the proxy;
 - Be received by the Company Secretary, Stuart Corbishley either at Netball Central, 2 Olympic Boulevard, Sydney Olympic Park, NSW, 2127 or by email to policy@netballnsw.com by **5:00pm (AEDT) on Thursday 19 March 2026**; and
 - State the name of the Company, and the Members Meeting(s) at which the appointment will be used.
 - No substitution of proxies may occur during the course of the Members' Meeting.

AGENDA

Contents

1.	Opening.....	4
1.1.	Apologies.....	4
1.2.	Minutes of the Previous Meeting.....	4
1.2.1.	Confirmation of the Minutes of the previous Council Meeting.....	4
1.2.2.	Business Arising from the Minutes of the previous Council Meeting.....	4
2.	Reports.....	4
2.1.	Board of Directors Report	4
2.2.	CEO’s Report.....	5
2.3.	Finance Report	5
2.4.	Communities Report	6
2.5.	Strategy & Stakeholders Report.....	6
3.	Special Resolutions – Netball NSW Constitution.....	6
3.1.	Background.....	6
3.2.	Rationale.....	6
3.3.	Notice of Motion	7
4.	General Business.....	8
5.	Meeting Close	8
	Annexure A – Minutes of the Previous Meeting.....	9
	Annexure B – Financial Report for the Period Ending 31 January 2026.....	19
	Annexure C – Proposed Constitution	22
	Annexure D – Constitution Comparison Table	61
	Annexure E – GDR Frequently Asked Questions	75

1. Opening

1.1. Apologies

1.2. Minutes of the Previous Meeting

1.2.1. Confirmation of the Minutes of the previous Council Meeting

Draft minutes from the Council Meeting held on Saturday 1 November 2025 are included as **Annexure A**.

Voting Members will be asked to resolve that the minutes of the Council Meeting be adopted as tabled.

1.2.2. Business Arising from the Minutes of the previous Council Meeting

Nil.

2. Reports

2.1. Board of Directors Report

November 2026 Council Meeting

Netball NSW would like to advise that the final Council Meeting of 2026 is proposed to be held on **Saturday 7 November 2026** at Netball Central and online via Microsoft Teams.

Vales

Netball NSW recognises and pays tribute to the following members of our netball community who have passed since November 2025:

- Lynn Quinn OAM – Netball NSW Life Member

Order of Australia and Public Service Recipients

Congratulations to the following members of the netball community who were recently recognised with Medal of the Order of Australia (OAM) honours:

- John Hahn OAM – Camden & District Netball Association and Netball NSW Life Member.
- Ruth Havrlant OAM – Ku-Ring-Gai Netball Association and Netball NSW Life Member.

2.2. CEO's Report

CEO, Tracey Scott will present the finalised 2026 – 2028 Netball NSW Strategic Plan, and provide updates across key business projects including the activity and impact of the Netball NSW Youth Advisory Group. This presentation will be circulated following the meeting.

2.3. Finance Report

The finance report for the period ending 31 January 2026 is attached as **Annexure B**.

The report shows a net asset position of \$24.8m (including fixed assets with a book value of \$19.5m which is predominantly Netball Central).

The Netball NSW full year forecast for 2026 as at 31 January 2026 is for a surplus position of \$224k (before interest & other income, depreciation and amortisation "EBITDA") which is consistent with the Board approved budget for 2026.

The January YTD EBITDA (before extraordinary items) is \$5.512m, which is consistent with budget. This compares favourably to the full year forecasted EBITDA. It is normal for Netball NSW to report a high EBITDA at the commencement of the financial year which results from very strong early income flows on Season 2026 registrations, SSN memberships, and sponsorship contracts. This is offset later in the year as costs are more evenly spread across the year.

As at 31 January 2026, player registrations (PlayHQ platform) totalled 37,349 (\$2.6m) vs. (31 Jan 25: 35,956 (\$2.5m)). As at the most recent reporting date 16 February 2026 player registrations are at 59,355 (\$4.6m), (this compares to 59,336 (\$4.4m at 16 February 2025)).

At this stage, it is projected that player registrations for the full year will come in close to the budget set at 127,500. This compares favourably to the final total registrations of 122,586 in 2025.

SSN Club memberships totalled circa \$1.10m (6,701) as at 31 January 2026 (compared to \$1.01m or 6,130 at the same time in 2025). The full year membership target is \$1.32m (85% sales achieved as at 31 January 2026) and management are highly focused on achieving this. Note as at the date of the report, tickets are on sale and an update on ticket sales will be provided at the Council Meeting.

Commercial contracted sales for 2026 are sitting at \$4.7m (95% of budgeted target \$4.9m) as at 31 January 2026. We have confidence in achieving the 2026 budgeted number.

On the balance sheet, at 31 January 2026 the operating cash balance was \$2.1m compared to the year-end balance (31 December 2025) of \$2.8m. As at the date of this report cash is sitting at circa \$3.18m. We expect a higher cash balance in Q1 of each year, attaining to the nature of the business and high volume of registrations at this time of the year. Cash at the end of the year forecasted to be circa \$2.8m.

2.4. Communities Report

Executive General Manager – Communities, Trish Crews will present an update on 2026 membership numbers, key focus areas, an update on the association shared services model, and the launch and operation of the Netball NSW Foundation. This presentation will be circulated following the meeting.

2.5. Strategy & Stakeholders Report

Executive General Manager – Strategy & Stakeholders, Tim Fava will present an update on strategic projects planned for 2026. This presentation will be circulated following the meeting.

3. Special Resolutions – Netball NSW Constitution

3.1. Background

In November 2025, members considered a revised Netball NSW Constitution (**Proposed Constitution**) which was designed to modernise Netball NSW’s governance framework. This Proposed Constitution presented to Council is based on prevailing member feedback; alongside the Board ensuring the Constitution supports Netball NSW’s strategic direction, is informed by level advice, and aligned with common practice for leading sporting organisations.

While the motion was narrowly defeated, the Board has reflected carefully on that outcome and remains firmly of the view that the document represents a meaningful and necessary step forward for the governance of netball in NSW. The Proposed Constitution incorporates current best practice governance principles, with a strengthened focus on accountability, transparency, and the long-term interests of Netball NSW whilst also respecting the impact of historical foundations.

The Board has resolved to bring the same, unchanged, document before members again at the March 2026 Council meeting, because it believes the case for adoption is compelling and in the best interests of netball in NSW. The Board encourages all members to review the document carefully and consider the governance improvements it would deliver for the organisation now and into the future.

3.2. Rationale

The Netball NSW Board of Directors have endorsed the draft Netball NSW Constitution as enclosed at **Annexure C** of these papers (**Proposed Constitution**) and recommends to Voting Members that this Proposed Constitution be adopted in its entirety.

This recommendation is made on the basis that the Proposed Constitution;

- Addresses matters of housekeeping and creates alignment with current practice – including through the change of the company name to Netball NSW Ltd and the alignment of Objects with Netball NSW strategic objectives.
- Reflects changes to legislative and statutory provisions as they relate to a Company to ensure Netball NSW remains legally compliant.

- Modernises the Netball NSW Constitution and upholds principles of good governance and industry best practice – noting that reviewing and maintaining certain standards of governance shows strong leadership and is in some cases a requirement for State Sporting Organisations.
- Considers legal precedent in the judgment of Ipswich Netball Association Incorporated v Netball Queensland Limited [2021] QSC 349 to the extent that the Proposed Constitution creates greater clarity around association memberships and the way in which these are granted and can be renewed.
- Creates protections for Netball NSW and its Associations through increased and enforceable accountability mechanisms to ensure compliance and alignment with an agreed set of standards and behaviours – as they related to prolonged and significant governance, operational or administrative issues that are detrimental to the reputation and/or experience of netball in NSW.
- Includes provisions that mean Directors and candidates for Directorship are not eligible to serve as a Director where they have criminal convictions or have been subject to disciplinary sanctions from other sports. This is intended to ensure that Directors are suitable candidates to govern and lead Netball NSW.
- Increases the period of ‘cooling-off’ after a Director has reached their maximum tenure (nine consecutive years) – which is aligned with one full term in office – to ensure that succession is maintained and different voices and inputs are able to be heard.
- Removes Directors as a category of voting members to ensure that the Board put forward a motion to Voting Members at a general meeting with one collective voice.
- Reflects the consistent feedback and input of Associations throughout formal and informal Governance Document Review consultation opportunities and develops a framework under which the Association Constitution Template can be revised and adapted to create similar changes at Association level should they chose to adopt it.

A comparison table outlining a summary of material changes and more detailed rationale has been included at **Annexure D** for reference.

Netball NSW has also developed a GDR frequently-asked-questions document which has been included at **Annexure E**.

3.3. Notice of Motion

The following is moved as a single **special resolution**.

THAT:

- a) the company name of The New South Wales Netball Association Ltd be changed to Netball NSW Ltd;
- b) the Constitution of The New South Wales Netball Association Ltd be replaced with the Constitution attached to this Notice as **Annexure C**; and

- c) the Directors of The New South Wales Netball Association Ltd are authorised to prepare and execute all necessary documents and take all necessary actions as are required to carry out the conduct authorised in and effect this resolution.

Netball NSW notes that the removal of the existing Director and CEO categories of membership in the proposed Constitution at **Annexure C** constitutes a cancellation of class rights for these categories. For the purposes of section 246B of the Corporations Act 2001 (Cth), the written consent of members with at least 75% of the votes in each respective class has been received by the company prior to the Council Meeting.

4. General Business

5. Meeting Close

Annexure A – Minutes of the Previous Meeting

**MINUTES OF THE COUNCIL MEETING OF
THE NEW SOUTH WALES NETBALL ASSOCIATION LIMITED (ACN 001 685 007) (NETBALL NSW)
HELD ON SATURDAY 1 NOVEMBER 2025 AT 9.02AM
AT BANKSTOWN SPORTS CLUB, 8 GREENFIELD PARADE, BANKSTOWN NSW 2200 AND VIA TEAMS**

MEMBERS PRESENT:

AFFILIATE MEMBERS		
	Association	Delegate Name
1.	Armidale District Netball Association	Karen Frost
2.	Armidale District Netball Association	Julei Burton
3.	Bankstown City Netball Association	Nicole Oram
4.	Baulkham Hills Shire Netball Association	Monica O'Callaghan
5.	Baulkham Hills Shire Netball Association	Claudette Noble
6.	Brunswick Byron Netball Association	Narelle Anderton
7.	Camden & District Netball Association	Lyndall Schuhmeier
8.	Campbelltown Netball Association	Justin Rea
9.	Charlestown Netball Association	Peta Forder
10.	Charlestown Netball Association	Jodie Hadden
11.	City of Sydney Netball Association	Suzanne Simpson
12.	Coffs Harbour Netball Association	Laura McKimm
13.	Eastwood Ryde Netball Association	Karen Waud OAM
14.	Eastwood Ryde Netball Association	Katrina Doring
15.	Gosford Netball Association	Belinda Beresford
16.	Gosford Netball Association	Joy Dasan
17.	Hastings Valley Netball Association	Alexandra Scarabello
18.	Hastings Valley Netball Association	Linda Dewbery
19.	Hawkesbury Netball Association	Jason Baker
20.	Hawkesbury Netball Association	Vicki Turner
21.	Illawarra District Netball Association	Vanessa Sturman
22.	Illawarra District Netball Association	Judith Goodair
23.	Inner West Netball Association	Leanne Blackmore
24.	Inner West Netball Association	Anne Tait
25.	Ku-ring-gai Netball Association	Jo-Anne Perry
26.	Ku-ring-gai Netball Association	Kathy Staggs
27.	Lakeside Netball Association	Toni Jackaman
28.	Lismore & District Netball Association	Deidre Coe
29.	Lismore & District Netball Association	Shirley Donovan
30.	Liverpool City Netball Association	Rebecca Wakefield
31.	Lower Clarence Netball Association	Shelly White
32.	Macleay Netball Association	Julie Stewart
33.	Macleay Netball Association	Elyse Wilson
34.	Maitland Netball Association	Marette Huckerby
35.	Maitland Netball Association	Rachel Bridge
36.	Manly Warringah Netball Association	Cathy Hurditch
37.	Manly Warringah Netball Association	Nicole Carter
38.	Mens Netball NSW	Karen Williams
39.	Mens Netball NSW	Brent Ferguson
40.	Nelson Bay Netball Association	Ashleigh Martin
41.	Newcastle Netball Association	Ellen Monaghan OAM

**The New South Wales Netball Association Limited
Council Meeting held on 1 November 2025**

AFFILIATE MEMBERS		
	Association	Delegate Name
42.	Newcastle Netball Association	Cheryl Hernando
43.	Northern Suburbs Netball Association	Margot Paterson
44.	Northern Suburbs Netball Association	Glenys Paranihi
45.	Orange District Netball Association	Emily Evans
46.	Penrith District Netball Association	Judith Sibbald
47.	Penrith District Netball Association	Patricia Mann
48.	Port Stephens Netball Association	Jodi Cassar
49.	Port Stephens Netball Association	Ashlea Caldwell
50.	Queanbeyan Netball Association	Kelly Lolesio
51.	Randwick Netball Association	Jenny Morrissey
52.	Shoalhaven Netball Association	Wilma Klein
53.	Singleton Netball Association	Kate Munzenberger
54.	Southern Highlands Netball Association	Louise Sullivan
55.	Southern Highlands Netball Association	Lisa Spence
56.	St George District Netball Association	Lara Mina
57.	St George District Netball Association	Helen Andrews
58.	Sutherland Shire Netball Association	Nerida Noble
59.	Sutherland Shire Netball Association	Jenny Rees
60.	Tamworth Netball Association	Lisa Fox
61.	Tamworth Netball Association	Rebecca McKenzie
62.	Wagga Wagga Netball Association	Rosemary Clarke
63.	Westlakes District Netball Association	Madeline Allen OAM
64.	Westlakes District Netball Association	Donna Pope
65.	Wollondilly Netball Association	Kaylene Scrimgeour
66.	Woolgoolga District Netball Association	Mick Thorpe
67.	Woolgoolga District Netball Association	Sandra Thorpe
68.	Woy Woy Peninsula Netball Association	Nichole Barnes
69.	Woy Woy Peninsula Netball Association	Jenni Blacker
70.	Wyong District Netball Association	Jan Addison
71.	Wyong District Netball Association	Chris Miles

DIRECTORS	
72.	Sallianne Faulkner (President & Chairperson)
73.	Claire Tynan (Deputy Chairperson)
74.	Michelle Champ
75.	Vincent De Luca OAM
76.	Dr Ben Hamer
77.	Chris Lamb
78.	Carol Murphy OAM
79.	Jennie Thompson
80.	Janet Torney

**The New South Wales Netball Association Limited
Council Meeting held on 1 November 2025**

LIFE MEMBERS	
81.	Maureen Boyle OAM
82.	Anne Doring OAM
83.	Rodney Watson OAM

OTHER PERSONS IN ATTENDANCE:

OBSERVERS		
	Organisation	Name
84.	Maitland Netball Association	Suzy Tierney
85.	Maitland Netball Association	Pennie Lieb
86.	Tamworth Netball Association	Janet Jamieson
87.	Tamworth Netball Association	Kaye Sweeney
88.	Ku-ring-gai Netball Association	Rod Jackson

NETBALL NSW STAFF		
	Position	Name
89.	Chief Executive Officer	Tracey Scott
90.	Chief Operating Officer	Manuel Vlandis
91.	EGM - Communities	Trish Crews
92.	EGM - Strategy & Stakeholders	Tim Fava
93.	EGM – NSW Swifts	Jeremy Butler
94.	EGM – GIANTS Netball	Tim Underwood
95.	GM – Governance, Integrity & Special Projects	Lucy Sayers
96.	EA to CEO	Charlotte de Freyne
97.	Regional Team and Association Support Manager	Gillian Cotter
98.	Regional Manager – Hunter & Central Coast	Kirsten Clarke
99.	Regional Manager - Metro	Kaytlin Langdon
100.	Company Secretary	Stuart Corbishley

APOLOGIES:

	Organisation/Membership Category	Name
1.	Wagga Wagga Netball Association	Tanya Bertoldi
2.	Hills District Netball Association	Lyn Burgess OAM
3.	Westlakes Netball Association	Pamela Burt
4.	Penrith District Netball Association	Joy Gillett OAM
5.	Life Member	John Hahn
6.	Life Member	Ruth Havrlant
7.	Parramatta Auburn Netball Association	Kim Higgins
8.	Life Member	Vicki Kerr OAM
9.	Liverpool City Netball Association	Melissa King
10.	Life Member	Lynn Quinn OAM
11.	Baulkham Hills Shire Netball Association	Kylie Tzavaras

1. Welcome & Opening Remarks

The President welcomed attendees and acknowledged the traditional owners of the land on which the meeting was being held, the Wangal people of the Darug nation, and the traditional owners of the lands on which other attendees were attending the meeting via Microsoft Teams, paying respects to Elders past and present and to all Aboriginal and Torres Strait Islander people present.

The President **noted** that, in accordance with the Constitution, the quorum for the Council meeting was the presence of 25% or more of Affiliate Members (being at least 29 Delegates of Affiliate Members) and 50% or more of Directors (being at least 5 Directors). The President **noted** that a quorum was present and that the meeting could proceed.

The President **noted** the apologies received for the meeting.

The President also **noted** that the meeting was being recorded, that the Election Runner online voting platform was being used for voting and that the Chat function could be used for questions and for moving/seconding motions during the meeting.

2. Minutes of March 2025 Council Meeting

The draft minutes of the March 2025 Council Meeting held on 15 March 2025 (included with the Notice of Meeting) were taken as read and **noted**, with no amendments received.

RESOLVED that the minutes of the March 2025 Council Meeting held on 15 March 2025 be approved in the form tabled at the meeting as a true and accurate record of that meeting.
Carried.

<p>Actions:</p> <ul style="list-style-type: none">• Management to upload March 2025 Council meeting minutes to Netball NSW website.
--

3. Reports

3.1 Board of Directors Report

(a) President's Remarks

The President **noted** that netball in NSW has continued to thrive and is on track to replicate last year's participation numbers, with the following highlights **noted**, in particular, from President's opening remarks:

- Record SSN revenues generated across NSW Swifts and GIANTS Netball, with almost 400,000 fans attending the competition as a whole.
- Another 10,000-strong NSW Swifts-GIANTS Netball Derby sell-out at Ken Rosewall Arena, with NSW Swifts returning to the Finals for a record 22nd time in 29 seasons.
- Gold medals for Netball NSW's 19U Team at the National Championships and silver medals for Netball NSW's 17U Team.
- Gold medals for Netball NSW's First Nations Team at the National First Nations Tournament.
- Gold medals again for Netball NSW's inspiring Marie Little Shield Team.
- 14 NSW athletes nationally identified across Netball NSW's 17U and 19U Teams.
- 6 NSW athletes in the Australian 21U Squad, with 3 winning gold medals at the Youth World Cup in Gibraltar.

The New South Wales Netball Association Limited
Council Meeting held on 1 November 2025

- A number of NSW Swifts, GIANTS Netball and NSW-produced players in the Australian Diamonds.
- A record 7,320 participants across five venues at 2025 Junior and Senior State Titles.
- A record 68 teams taking part in the DOOLEYS Metro League, and the celebration of Netball NSW's 10th Premier League season.
- Over 1,300 coaching accreditations and over 650 umpire and bench official accreditations.

(b) **March 2026 Annual General Meeting and Council Meeting**

It was **noted** that the 2026 Annual General Meeting and Council meeting would be held on Saturday 21 March 2026 at Netball Central, 2 Olympic Boulevard, Sydney Olympic Park and online via Microsoft Teams.

(c) **Board Committee Appointments**

It was **noted** that the following Board Committee appointments and changes have been made since the March 2025 Council meeting:

Board Committee	Chair	Members
Nominations Committee	Gayle Philpotts	Sallianne Faulkner Mitchell Murphy (Member Rep)
Audit & Risk Committee	Michelle Champ	Jennie Thompson Janet Torney Doug MacColl (independent) Stuart Dickinson (independent)
Governance Committee	Janet Torney	Claire Tynan Carol Murphy OAM Vincent De Luca OAM Louise Sullivan (independent)
People & Culture Committee	Chris Lamb	Claire Tynan Jennie Thompson Dr Ben Hamer Anne Tait (independent)

(d) **Vales**

It was **noted** that the following members of the netball community have passed away since March 2025:

- Margaret Corbett OAM – Sutherland Shire Netball Association, Netball NSW Life Member & Legend.
- Margaret Thoms – Woy Woy Peninsula Netball Association.
- Len Burgess – Hills District Netball Association.
- Evelyn Langbein OAM – Manly Warringah Netball Association.
- Jean Williams – Manly Warringah Netball Association.

3.2 **CEO's Report**

The presentation given by the CEO on Netball NSW's key areas of focus and strategic priorities for 2026 and beyond (including leveraging 2027 Netball World Cup interest, facilities audit outcomes, additional resourcing to support Associations and the launch of the Netball NSW Foundation) and on 2025 performance measures, challenges and opportunities was **noted**, with the CEO thanking Associations and individuals throughout the netball ecosystem

for everything that they do to support and grow the game and **noting** that a copy of the PowerPoint presentation slides would be circulated to Members after the meeting).

3.3 **Communities Report**

The presentations given by Trish Crews (EGM – Communities) on key activities since the March 2025 Council meeting, on 2025 membership numbers and growth, on participation highlights, strategies and case studies and on emerging themes, and by Lucy Sayers (GM – Governance, Integrity & Special Projects) on the development and implementation of the shared services initial pilot, were **noted**, with a copy of the PowerPoint presentation slides to be circulated to Members after the meeting.

3.4 **Finance Report**

(a) **Financial Report – 8-month period ending 31 August 2025**

The Finance Report for the 8-month period ending 31 August 2025 (included with the Notice of Meeting) was taken as read and **noted**, with the following points **noted**, in particular, from the COO's presentation:

- Netball NSW's net asset position as at 31 August 2025 is \$23.1m, which includes fixed assets with a book value of \$20.2m (predominantly Netball Central).
- Netball NSW's full year 2025 forecast as at 30 September 2025 is for an EBITDA surplus position of \$410k, which is consistent with the Board approved 2025 Budget.
- As at 22 September 2025, player registrations totalled 113,690 (\$7.8m), against 111,736 (\$7.6m) at the same time in 2024. At this stage, projected player registrations for the full year for 2025 total 125,200, against 120,731 for 2024.
- On Netball NSW's balance sheet, as at 31 August 2025, the operating cash balance was \$4.5m, compared to a 31 December 2024 year-end balance of \$2.7m. Cash as at 31 December 2025 is forecast to be circa \$3.1m.

(b) **Budget for 2026 Financial Year**

It was **noted** from the presentation given by the COO that:

- The draft 2026 Budget is well advanced, with a focus being placed on maintaining the business in a small surplus position whilst looking to ensure sustainable financial growth for reinvestment into the game.
- The draft 2026 Budget shows a \$200k surplus EBITDA and will be presented to the Board for approval at its December 2025 Board meeting.
- The draft 2026 Budget features revenue increases from Capitation (4%) (with a target of 113,200 paying participants), Sponsorship (11%) and Membership & Ticketing (8%).
- A key priority remains reducing Netball NSW's reliance on capitation fees (with that reliance reduced to 36% from 42% in 2022), as well as being able to invest in resources and initiatives to support Associations and grassroots netball.

(c) **Proposed 2026 Netball NSW Affiliation and Organisation Membership Fees**

It was **noted** that no increases were proposed for 2026 Association Affiliation Fees:

**The New South Wales Netball Association Limited
Council Meeting held on 1 November 2025**

Proposed 2026 Affiliation Fees	2026 Fee (excl GST)	2026 Fee (incl GST)
Membership up to 500 individuals	\$98.75	\$108.63
Membership 501-1,000 individuals	\$197.51	\$217.26
Membership 1,001-2,000 individuals	\$263.34	\$289.67
Membership 2,001 individuals & over	\$395.01	\$434.51

It was also **noted** that no increases were proposed for 2026 Organisation Membership Fees:

Proposed Organisation Membership Fees	2026 Fee (excl GST)	2026 Fee (incl GST)
Community Member	\$477.27	\$525
Interested Member	\$716.36	\$788

RESOLVED that the proposed 2026 Netball NSW Affiliation and Organisation Membership Fees are accepted. **Carried.**

(d) **Proposed 2026 Netball NSW Individual Membership Fees**

It was **noted** that the following increases (including with respect to a \$1 fee to cover the instant verification of Working with Children Checks through PlayHQ) were proposed for the 2026 Individual Membership Fees:

Category	2025 Fee (incl GST)	2026 Fee (incl GST)	Increase (incl GST)	% increase
Junior (12 month)	\$82.83	\$86.63	\$3.80	4.58%
Junior (6 month)	\$58.32	\$62.13	\$3.81	6.53%
Junior (3 month)	\$32.85	\$34.68	\$1.83	5.58%
Senior (12 month)	\$106.35	\$111.13	\$4.78	4.50%
Senior (6 month)	\$76.95	\$80.75	\$3.80	4.94%
Senior (3 month)	\$45.58	\$48.40	\$2.82	6.19%
NetSetGo	\$84.79	\$87.60	\$2.81	3.32%
All Abilities	\$38.72	\$41.55	\$2.83	7.30%
One Day Registration	\$14.22	\$16.06	\$1.84	12.94%
Walking Netball	\$39.70	\$42.53	\$2.83	7.12%

RESOLVED that the proposed 2026 Netball NSW Individual Membership Fees are accepted. **Carried**

(e) **2026 Competition Fees**

It was **noted** that the following 2026 Competition Fees will apply:

Competition	2026 Fee (excl. PlayHQ Fee)	Total Fee (incl. PlayHQ Fee)
Premier League (per Licensee)		\$19,800
Metro League	\$147.02	\$150
Junior State Titles (Girls)	\$39.20	\$40
Junior State Titles (Boys)	\$24.50	\$25
Senior State Titles (Girls/Women)	\$39.20	\$40
Senior State Titles (Boys/Men)	\$24.50	\$25
Senior State Titles (All Abilities)	\$14.70	\$15

Masters State Titles	\$39.20	\$40
Masters State Titles (per Team)	N/A	\$100
Social Masters	\$112.71	\$115
Regional State Cup	\$117.61	\$120
Regional League	\$24.50	\$25
Regional League Court Levy (per Team)	N/A	\$260
Summer Series	\$112.71	\$115
Mens Metro League	\$135.25	\$138

3.5 **Strategy & Stakeholders Report**

The presentation given by Tim Fava (EGM – Strategy & Stakeholders) on key activities undertaken since the March 2025 Council meeting and on the development of Netball NSW's 2026-2028 Strategic Plan was **noted** (with a copy of the PowerPoint presentation slides to be circulated to Members after the meeting), with the following points **noted**, in particular, from Tim Fava's presentation:

- Four strategic themes have emerged: (1) sharing the love of netball; (2) more than a game; (3) netball excellence; and (4) ambitious and courageous.
- Key challenges include: (1) changing participation habits; (2) competitor sports' evolution; (3) volunteer fatigue; (4) facility constraints; (5) cost of living pressures; (6) visibility and fan engagement; and (7) changing community.
- Key opportunities include: (1) Netball World Cup 2027; (2) data transformation; (3) reimagining volunteer frameworks; (4) alternative programs and formats; (5) government, schools and commercial partnership opportunities; and (6) leveraging elite success stories.
- Netball NSW is planning to finalise the 2026-2028 Strategic Plan in December 2025, with a view to launch and operationalisation in January 2026.

At 10.32am, the meeting was adjourned for a short break, resuming at 10.44am.

4. **Special Resolutions – Constitutional Amendments**

(a) **Overview**

Lucy Sayers (GM – Governance, Integrity & Special Projects) provided an overview of the governance review process undertaken since November 2024, the consultations undertaken with Members and stakeholders and the rationales for the constitutional changes being proposed at the meeting, with Members **noting** her overview and accompanying PowerPoint presentation slides.

It was **noted** that the Special Resolution to: (1) change Netball NSW's corporate name to "Netball NSW Ltd"; (2) replace Netball NSW's current Constitution with the proposed updated Constitution set out in the Notice of Meeting; and (3) authorise the Directors to execute necessary documents and take necessary actions, requires a vote in favour by at least 75% of Members present. It was further **noted** that the vote will be taken by way of a secret ballot using the Election Runner platform.

(b) **Motion to amend Special Resolution**

Prior to the vote on the Special Resolution taking place, Maureen Boyle OAM (Life Member) requested that, rather than Members being asked to vote on all proposed constitutional changes as a single Special Resolution, Members be asked to vote separately in relation to clause 15.6(c) of the proposed updated Constitution. This clause provides that a Director who

has served the maximum number of years in accordance with clause 15.6(a) of the proposed updated Constitution (being nine consecutive years as a Director or six consecutive years as an Appointed Director) is not eligible for re-election as a Director for a three-year period following the completion of their maximum term. This was on the basis of her view that the existing period of ineligibility of 12 months under clause 14.4(d) of the current Constitution was sufficient.

Following that request, an opportunity was provided for discussion, with arguments presented by various Members in favour of and against the Special Resolution being amended to allow Members to vote separately in relation to clause 15.6(c) of the proposed updated Constitution, with contributions from Maureen Boyle OAM, Carole Murphy OAM, Ann Doring OAM, Claudette Noble, Louse Sullivan, Jodi Cassar and Jo-Anne Perry.

At 11.16am, the meeting was adjourned for a short break to enable the Board to consider the request to put a Motion to Members to amend the Special Resolution set out in the Notice of Meeting. After that discussion, the meeting resumed at 11.21am.

A Motion was then put to Members to amend the Special Resolution set out in the Notice of Meeting by presenting two separate Special Resolutions – the first Special Resolution being in relation to the approval of clause 15.6(c) of the proposed updated Constitution and the second Special Resolution being in relation to the remainder of the Special Resolution set out in the Notice of Meeting. It was **noted** that a vote to amend the Special Resolution required a simple majority of Members present to vote in favour of the Motion.

On a show of hands, the Motion to amend the Special Resolution set out in the Notice of Meeting, by presenting two separate Special Resolutions, was not carried.

(c) **Special Resolution**

The vote then proceeded in respect of the original Special Resolution set out in the Notice of Meeting by way of a secret ballot using the Election Runner platform.

Special Resolution to: (1) change Netball NSW's corporate name to "Netball NSW Ltd"; (2) replace Netball NSW's current Constitution with the proposed updated Constitution set out in the Notice of Meeting; and (3) authorise the Directors to execute necessary documents and take necessary actions was not carried.

For: 70% (56 Delegates); Against: 28.75% (23 Delegates); Abstained: 1.25% (1 Delegate).

5. General Business

Maureen Boyle OAM, Jodi Cassar, Nerida Noble and Louise Sullivan were then given opportunities to address the Council meeting.

6. Close

There being no further business, the Chair closed the meeting at 12.37pm.

Signed as a correct record of the meeting.

.....
President
Date:

Annexure B – Financial Report for the Period Ending 31 January 2026

THE NEW SOUTH WALES NETBALL ASSOCIATION LIMITED
BALANCE SHEET
31 Jan 2026

\$'000	Actual Jan 2026	Actual Dec 2025	Variance	Forecast Dec 2026	Actual Dec 2025
Current Assets					
Cash Assets	2,039	2,900	(862)	2,891	2,900
Accounts Receivable	6,230	989	5,241	824	989
Inventories	3	3	0	3	3
Other Current Assets	1,315	1,458	(143)	958	1,458
Total Current Assets	9,587	5,351	4,236	4,676	5,351
Non-Current Assets					
Fixed assets (at WDV)	19,538	19,687	(150)	18,420	19,687
Right of Use Asset	847	847	0	911	847
Netball Central Sinking Fund	338	338	0	355	338
Total Non-Current Assets	20,723	20,873	(150)	19,686	20,873
Total Assets	30,311	26,224	4,087	24,362	26,224
LIABILITIES					
Current Liabilities					
Accounts Payable	767	639	128	639	639
Other Creditors	522	784	(262)	784	784
Income in advance	504	1,946	(1,442)	2,031	2,031
Government Grants (Legacy and Facility Fund)	1,310	1,396	(86)	810	1,310
Foundation Funding in Advance	0	0	0	0	0
Lease Liability	72	71	1	71	72
GST payable/(receivable)	334	79	255	79	79
PAYG/FBT/Payroll Tax Payable	182	78	104	78	78
Superannuation contributions payable	127	90	37	90	90
Provision for employee entitlements	577	580	(3)	757	580
Total Current Liabilities	4,394	5,662	(1,269)	5,340	5,663
Non-Current Liabilities					
Lease Liability	816	829	(13)	805	828
Provision for employee entitlements	260	262	(2)	237	262
Total Non-Current Liabilities	1,075	1,091	(16)	1,042	1,090
Total Liabilities	5,469	6,753	(1,284)	6,383	6,753
NET ASSETS	24,842	19,471	5,371	17,979	19,471
EQUITY					
Retained earnings	19,471	20,697	(1,226)	19,471	20,697
Current year profit/(loss)	5,371	(1,226)	6,597	(1,492)	(1,226)
TOTAL EQUITY	24,842	19,471	5,371	17,979	19,471

NETBALL NSW MANAGEMENT ACCOUNTS: PERIOD ENDED 31 JANUARY 2026

The NSW Netball Association Limited Summarised Trading Statement (Profit & Loss) By Department, \$'000 For the period ending 31 January 2026	YTD Act	YTD Bud	Var YTD Act vs YTD Bud	FY Fcast at Jan 2026	FY Bud 2026	Last Year Actual 2025	Var FY Fcast vs Bud
	Jan 2026	Jan 2026					
1. Community, Competitions & Pathways							
Capitation and Affiliation	2,637	2,800	(163)	8,922	8,924	8,204	(2)
Competitions Revenue	209	206	3	1,213	1,213	1,187	(0)
Other Revenue	89	54	35	2,377	2,358	1,913	19
Community and Pathways Revenue	2,936	3,060	(125)	12,512	12,495	11,304	17
NA Contributions	(60)	(58)	(2)	(936)	(936)	(929)	0
Insurance	(68)	(68)	(0)	(822)	(822)	(866)	(0)
Competitions Expenses	(0)	(0)	0	(1,099)	(1,099)	(1,017)	(0)
Salaries & Wages	(302)	(290)	(12)	(3,618)	(3,618)	(3,507)	0
Other Expenses	(69)	(67)	(2)	(2,085)	(2,068)	(1,446)	(17)
Community and Pathways Expenses	(499)	(483)	(16)	(8,559)	(8,542)	(7,766)	(17)
Community, Competitions and Pathways Profit / (Loss)	2,437	2,577	(140)	3,953	3,953	3,538	(0)
2. NSW Swifts - SSN Operations							
NA Funding	104	104	0	832	832	1,016	0
Sponsorship & Merchandise	1,895	1,152	743	2,630	2,630	2,367	0
Membership & Ticketing	699	699	0	1,970	1,970	1,868	0
Other Revenue	27	14	13	331	331	274	0
NSW Swifts - SSN Operations Revenue	2,725	1,969	756	5,764	5,764	5,525	0
NA Funding	(33)	(33)	0	(110)	(110)	(110)	0
Player Contract Expenses	(78)	(107)	29	(1,130)	(1,130)	(1,024)	(0)
Team, Management, Coaches and Support Staff	(289)	(344)	55	(2,945)	(2,953)	(2,845)	8
Game Day, Membership & Marketing Expenses	(103)	(59)	(44)	(1,456)	(1,456)	(1,331)	(0)
Other Expenses	(21)	(47)	26	(597)	(597)	(482)	(0)
NSW Swifts - SSN Operations Expenses	(525)	(590)	66	(6,237)	(6,245)	(5,792)	8
NSW Swifts - SSN Operations Profit / (Loss)	2,200	1,379	821	(473)	(481)	(267)	8
3. GIANTS Netball - SSN Operations							
NA Funding	104	104	0	832	832	1,016	0
Sponsorship & Merchandise	694	243	451	1,744	1,744	1,447	(0)
Membership & Ticketing	234	266	(32)	912	913	799	(0)
Other Revenue	78	6	73	204	205	179	(0)
GIANTS Netball - SSN Operations Revenue	1,110	618	492	3,693	3,693	3,441	(0)
NA Funding	(33)	(33)	0	(110)	(110)	(110)	0
Player Contract Expenses	(74)	(88)	14	(1,005)	(1,005)	(1,033)	0
Team, Management, Coaches and Support Staff	(289)	(250)	(39)	(2,819)	(2,827)	(2,754)	8
Game Day, Membership & Marketing Expenses	(16)	(41)	25	(1,104)	(1,104)	(987)	0
Other Expenses	(50)	(15)	(35)	(406)	(406)	(399)	0
GIANTS Netball -SSN Operations Expenses	(462)	(427)	(35)	(5,444)	(5,452)	(5,283)	8
GIANTS Netball - SSN Operations Profit / (Loss)	648	191	457	(1,751)	(1,759)	(1,842)	8
4. Netball Central							
Netball Central Revenue	77	79	(2)	1,791	1,791	1,817	0
Netball Central Revenue	77	79	(2)	1,791	1,791	1,817	0
Insurance	(13)	(13)	0	(158)	(158)	(160)	0
Netball Central Expenses	(94)	(117)	24	(1,471)	(1,471)	(1,274)	(0)
Netball Central Expenses	(106)	(130)	24	(1,629)	(1,629)	(1,434)	(0)
NNSW Business Operations & Netball Central Profit / (Loss)	(29)	(51)	22	162	162	384	0
5. NNSW Business Operations							
Commercial & Sponsorship	360	157	203	1,051	1,051	876	(0)
NNSW Business Operations Revenue	360	157	203	1,051	1,051	876	(0)
Commercial, Sponsorship, Events, Media	2	(16)	18	(561)	(557)	(491)	(4)
Administration Expenses	(106)	(77)	(29)	(2,067)	(2,056)	(1,792)	(11)
NNSW Business Operations Expenses	(104)	(94)	(10)	(2,628)	(2,612)	(2,283)	(16)
NNSW Business Operations & Netball Central Profit / (Loss)	256	64	192	(1,577)	(1,561)	(1,407)	(16)
EBITDA before Extraordinary Items	5,512	4,160	1,352	314	314	406	0
Non Operating Grants Income	0	0	0	0	0	4	0
Associations Initiatives	0	(17)	17	(90)	(90)	(59)	0
Gain/Loss on Disposal	0	0	0	0	0	53	0
Consolidated Netball NSW EBITDA*							
Revenues	7,208	5,885	1,324	24,811	24,794	22,968	17
Expenses	(1,697)	(1,742)	45	(24,588)	(24,571)	(22,564)	(17)
EBITDA*	5,512	4,143	1,369	224	224	404	0
Interest	10	9	0	148	148	211	0
Depreciation	(151)	(154)	3	(1,864)	(1,864)	(1,841)	0
Grand Total Profit / (Loss)	5,371	3,998	1,373	(1,491)	(1,492)	(1,226)	0

Annexure C – Proposed Constitution

DRAFT v5

Date: 29 September 2025

Constitution

Date: [date]

**NETBALL NSW LTD
(ACN 001 685 007)**

DRAFT

TABLE OF CONTENTS

1.	NAME OF THE COMPANY	4
2.	DEFINITIONS AND INTERPRETATION	4
	2.1 Definitions.....	4
	2.2 Interpretation	6
	2.3 The Act.....	6
3.	OBJECTS.....	7
4.	POWERS	7
5.	INCOME AND PROPERTY OF NETBALL NSW	8
	5.1 Not-for-profit.....	8
	5.2 Payments to Members	8
6.	AMENDMENT OF CONSTITUTION	8
7.	MEMBERSHIP	8
	7.1 Categories of Members	8
	7.2 Admission to Membership.....	8
	7.3 Life Members.....	9
	7.4 Associations	9
	7.5 Association Constitution	11
	7.6 Individual Members	11
	7.7 Renewal of Membership	11
	7.8 General.....	12
	7.9 Limited Liability	12
	7.10 Effect of Membership	12
8.	CESSATION OF MEMBERSHIP	13
	8.1 Cessation	13
	8.2 Resignation	13
	8.3 Forfeiture of Rights.....	13
9.	GRIEVANCES AND DISCIPLINE OF MEMBERS	13
	9.1 Jurisdiction	13
	9.2 Discipline and grievances	14
10.	FEES AND SUBSCRIPTIONS.....	14
	10.1 Fees payable by Members	14
	10.2 Non-Payment of Fees	15
11.	GENERAL MEETINGS	15
	11.1 Annual General Meeting	15
	11.2 Power to convene General Meeting	15
	11.3 Notice of General Meeting	15
	11.4 No other business	16
	11.5 Cancellation or postponement of General Meeting	16
	11.6 Written notice of cancellation or postponement of General Meeting	16
	11.7 Contents of notice postponing General Meeting	16
	11.8 Number of clear days for postponement of General Meeting	17
	11.9 Business at postponed General Meeting	17
	11.10 Non-receipt of notice	17
	11.11 Right to appoint Representative	17
	11.12 Right to appoint proxy	17
	11.13 Form of proxy.....	17
	11.14 Lodgement of proxy documents	18
	11.15 Authority given by appointment	18
	11.16 Representative or proxy at postponed General Meeting.....	19
12.	PROCEEDINGS AT GENERAL MEETINGS	19
	12.1 Number for a quorum	19

12.2	Requirement for a quorum	19
12.3	Quorum and time – Special General Meetings	19
12.4	Quorum and time – AGMs	19
12.5	Chair to preside over General Meetings	20
12.6	Conduct of General Meetings	20
12.7	Adjournment of General Meeting	20
12.8	Notice of adjourned meeting	21
12.9	Questions decided by majority	21
12.10	Equality of votes	21
12.11	Declaration of results.....	21
12.12	Poll.....	21
12.13	Objection to voting qualification	21
12.14	Chair to determine any poll dispute	22
12.15	Electronic voting	22
12.16	Minutes.....	22
13.	VOTES OF MEMBERS	22
13.1	Votes of Members	22
13.2	Circulating Voting Member Resolutions	23
14.	DIRECTORS.....	23
14.1	Composition of the Board	23
14.2	Qualifications.....	23
14.3	Current Board.....	24
14.4	Remuneration of Directors.....	24
14.5	Honorarium	25
15.	ELECTED DIRECTORS	25
15.1	Nomination for Board	25
15.2	Form of Nomination.....	25
15.3	Nominations Committee.....	25
15.4	Elections	25
15.5	Term of Appointment.....	26
15.6	Maximum term of office	26
16.	APPOINTED DIRECTORS	27
16.1	Appointment of Appointed Director.....	27
16.2	Qualifications for Appointed Directors	27
16.3	Term of Appointment.....	27
17.	VACANCIES ON THE BOARD	27
17.1	Casual Vacancies	27
17.2	Grounds for Termination of Director	27
17.3	Board May Act	28
18.	POWERS AND DUTIES OF THE BOARD	28
18.1	Directors to manage Netball NSW	28
18.2	Specific powers of Directors.....	28
18.3	Time.....	28
18.4	Delegation of powers	29
18.5	Code of Conduct	29
19.	PROCEEDINGS OF THE BOARD	29
19.1	Board meetings	29
19.2	Questions decided by majority	29
19.3	Chair's casting vote	29
19.4	Quorum	29
19.5	Convening meetings	30
19.6	Election of Chair.....	30
19.7	Circulating Board resolutions	30
19.8	Validity of acts of Directors.....	31
19.9	Directors' interests	31

19.10	Minutes.....	32
20.	VIRTUAL MEETINGS	32
20.1	Virtual Meeting	32
20.2	Conduct of Virtual Meeting	32
21.	CEO	33
21.1	Appointment of CEO	33
21.2	Powers, duties and authorities of CEO.....	33
21.3	Suspension and removal of CEO.....	33
21.4	Delegation by the Board to CEO	33
21.5	CEO to attend meetings	33
22.	COMPANY SECRETARY	33
22.1	Appointment of Company Secretary	33
22.2	Suspension and removal of Company Secretary	33
22.3	Powers, duties and authorities of Company Secretary	34
23.	COMMITTEES	34
23.1	Committees.....	34
23.2	Powers delegated to Committees	34
23.3	Committee meetings	34
24.	POLICIES	34
24.1	Making and amending Policies	34
24.2	Effect of Policies.....	34
25.	KEEPING AND INSPECTION OF RECORDS	34
25.1	Records	34
25.2	Inspection of Records	35
26.	ACCOUNTS.....	35
26.1	Records Kept in Accordance with Act	35
26.2	Board to Submit Accounts	35
26.3	Transactions.....	36
26.4	Auditor	36
27.	NOTICE	36
27.1	Document includes notice.....	36
27.2	Methods of service on a Member	36
27.3	Methods of service on Netball NSW	36
27.4	Post.....	36
27.5	Electronic transmission	36
28.	INDEMNITY	37
28.1	Indemnity of officers	37
28.2	Insurance.....	37
28.3	Deed	37
29.	WINDING UP	38
29.1	Contributions of Members on winding up.....	38
29.2	Excess property on winding up.....	38
30.	COMMON SEAL	38
31.	SOURCE OF FUNDS	38
32.	TRANSITIONAL ARRANGEMENTS.....	39

Constitution

1. NAME OF THE COMPANY

The name of the company is Netball NSW Ltd (**Netball NSW**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the context requires otherwise:

Act means the *Corporations Act 2001* (Cth).

AGM or **Annual General Meeting** means the annual General Meeting of Netball NSW required to be held by Netball NSW in each calendar year.

Appointed Director means a Director appointed under **clause 16**.

Association means an association admitted as a Member of Netball NSW under **clauses 7.2** and **7.4**.

Board means all or some of the Directors of Netball NSW acting as a board.

CEO means a person appointed as chief executive officer of Netball NSW by the Board under **clause 21**.

Chair means the person elected under **clause 19.6**.

Committee means a committee established by the Board under **clause 23**.

Company Secretary means a person appointed as a company secretary of Netball NSW by the Board under **clause 22**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of Netball NSW and includes Elected Directors and Appointed Directors.

Elected Director means a Director of Netball NSW elected under **clause 15**.

General Meeting means a general meeting of Members.

Individual Member means a person who is:

- (a) a registered financial member of a Voting Member; or
- (b) a participant, coach or official in any Netball competition conducted by or under the auspices of Netball NSW and/or a Voting Member,

who is admitted to Netball NSW under **clauses 7.2** and **7.6**.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to Netball NSW or any activity of or conducted, promoted or administered by Netball NSW.

Life Member means a Member admitted to Netball NSW under **clause 7.3**.

Member means a member of Netball NSW under **clause 7.1**.

NA means Netball Australia Limited or any successor entity that is granted national sports organisation status for Netball in Australia.

NA Constitution means the constitution of NA in force from time to time.

Netball means the sport of netball as recognised by World Netball from time to time and other netball-related activities.

Nominations Committee means the nomination committee established under **clause 15.3**.

Objects mean the objects of Netball NSW in **clause 3**.

Official Position means, in connection with any Voting Member, a person who:

- (a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chair, deputy chair, secretary, public officer, treasurer, director or equivalent, of that Voting Member or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Voting Member; or
- (b) has, directly or indirectly, a material ownership or financial interest in that Voting Member.

Policy means a policy made under **clause 24**.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application and, in the case of Individual Members, their consent to membership of Netball NSW as required by **clause 7.2**.

Registered has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with this Constitution and the Act to represent a Voting Member at a General Meeting.

Special General Meeting means a General Meeting other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it in the Act.

Virtual Meeting means a meeting held by telephone, video or any other technology (or any combination of these technologies), that permits each Director at a Board meeting or each Voting Member at a General Meeting to communicate with any other participant.

Voting Member means those Members of Netball NSW entitled to vote in General Meeting as set out under **clause 7.1**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person (which includes virtually) or by proxy or Representative;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to Netball NSW.

3. OBJECTS

The Objects of Netball NSW shall be to:

- (a) conduct, encourage, promote, advance, control and manage all levels of Netball in New South Wales interdependently with Members and others through a uniform entity;
- (b) support and promote the objects of NA as outlined in the NA Constitution to the extent they relate to New South Wales;
- (c) lead and support the Netball community in New South Wales to grow and thrive;
- (d) adopt, formulate, issue, interpret and amend policies, rules and regulations for the control and conduct of Netball in New South Wales in keeping with the terms of this Constitution, as amended from time to time;
- (e) encourage the provision and development of appropriate facilities for participation in Netball;
- (f) maintain and enhance standards, quality and reputation of Netball for the collective and mutual benefit and interests of members and Netball;
- (g) take a proactive approach to mitigating integrity threats to Netball in New South Wales and creating a safe and fair environment for Members at all levels of Netball;
- (h) use and promote the Intellectual Property;
- (i) promote Netball for commercial, government and public recognition and benefits;
- (j) select, prepare and enter New South Wales teams in national competitions;
- (k) promote, control, manage and conduct Netball events, games, tournaments, championships and series;
- (l) encourage and promote widespread participation in Netball to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration;
- (m) have regard to the public interest in its operations; and
- (n) undertake other actions or activities necessary, incidental or conducive to advance these Objects.

4. POWERS

Solely for furthering the Objects, Netball NSW, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under the Act.

5. INCOME AND PROPERTY OF NETBALL NSW

5.1 Not-for-profit

The income and property of Netball NSW will be applied only towards the promotion of the Objects.

5.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

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

6. AMENDMENT OF CONSTITUTION

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

7. MEMBERSHIP

7.1 Categories of Members

Members of Netball NSW shall fall into one of the following categories:

- (a) Associations, which subject to this Constitution, shall be represented by their two Representatives who shall have the right to receive notice of and attend, debate and vote at General Meetings for and on behalf of the Association;
- (b) Life Members, who subject to this Constitution shall have the right to receive notice of and attend, debate and vote at General Meetings;
- (c) Individual Members, who subject to this Constitution have no right to receive notice of, but may attend but not debate or vote, at General Meetings; and
- (d) such new or other categories of Members as may be established by the Board. Any new category of Member established by the Board must not be granted voting rights without the approval of Netball NSW in General Meeting.

7.2 Admission to Membership

- (a) Subject to **clause 7.6**, a person will become a Member, and the Board or its delegate will direct the CEO to record their name in the register of Members kept by Netball NSW, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the Policies and provided the person has signed an application, which is accepted by the Board or its delegate, in which they undertake to:
 - (i) be bound by this Constitution and the Policies of Netball NSW (including Policies specific to the relevant category of membership);

- (ii) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 10.1**; and
 - (iii) support Netball NSW in the encouragement and promotion of the Objects.
- (b) The Board or its delegate may at its absolute discretion refuse to accept an application for Membership and shall not be required or compelled to provide any reason for such rejection.

7.3 Life Members

- (a) Life Membership is the highest honour which can be bestowed by Netball NSW for longstanding and valued service, of not less than 10 years, to Netball in New South Wales.
- (b) Any two Individual Members, Life Members or Directors (or combination thereof) at least 18 years of age may forward a proposal for nomination for Life Membership to Netball NSW in accordance with the deadline in any applicable Policy for consideration by the Board.
- (c) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by ordinary resolution, subject to **clause 7.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) current Life Members;
 - (ii) the criteria to be met by Life Members; and
 - (iii) the privileges and benefits of Life Membership.
- (f) The Board may from time to time fix the total number of persons who may be Life Members and the maximum number of candidates nominated in any year.
- (g) Subject to **clause 7.2**, at the time of adoption of this Constitution, the Life Members of Netball NSW shall be those persons currently recognised by Netball NSW as life members.
- (h) Life Membership may be removed by the Voting Members by ordinary resolution in General Meeting if a Life Member is subject to any of the circumstances in **clauses 17.2(i) to 17.2(I)** (inclusive).

7.4 Associations

- (a) Subject to **clause 7.2**, at the time of adoption of this Constitution, the Associations of Netball NSW shall be those organisations recognised by Netball NSW as affiliate members.
- (b) Associations will:
 - (i) be incorporated entities;

- (ii) have objects that align with the Objects and do all that is reasonably necessary to enable the Objects to be achieved;
 - (iii) effectively promulgate and enforce this Constitution;
 - (iv) at all times act for and on behalf of the interests of Netball NSW, the Members and Netball;
 - (v) be responsible and accountable to Netball NSW for fulfilling its respective obligations under Netball NSW's strategic plan as revised from time to time;
 - (vi) within a reasonable period after a request by Netball NSW, provide Netball NSW with copies of its accounts (as audited, if applicable), annual report and associated documents;
 - (vii) provide Netball NSW with copies of its business plans and budgets from time to time and within 14 days of request by Netball NSW;
 - (viii) act in good faith and loyalty to maintain and enhance Netball NSW and Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and Netball;
 - (ix) at all times operate with, and promote, mutual trust and confidence between Netball NSW and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (x) Register each of its individual members as an Individual Member;
 - (xi) maintain a database of all Individual Members Registered with it in accordance with this Constitution and provide a copy to Netball NSW upon request from time to time by Netball NSW in such means as may be required; and
 - (xii) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Netball and its maintenance and development.
- (c) Each Association must:
- (i) advise Netball NSW as soon as practicable of any serious administrative, operational or financial difficulties the Association is having;
 - (ii) assist Netball NSW in investigating those issues; and
 - (iii) cooperate with Netball NSW in addressing those issues in whatever manner, including by allowing Netball NSW to appoint an administrator to conduct and manage the Association's business and affairs, or to allow Netball NSW itself to conduct all or part of the business or affairs of the Association and on such conditions as Netball NSW considers appropriate. Netball NSW is not obliged to act under this clause.

7.5 Association Constitution

- (a) Each Association shall take all reasonable steps necessary to ensure its constitution (and any amendments) aligns with this Constitution.
- (b) If the documents do not align with this Constitution, the Association shall, without delay, take the reasonable steps necessary to address the inconsistency so that the documents align with this Constitution.
- (c) Each Association acknowledges that Netball NSW may develop and implement Policies which may set out:
 - (i) the membership criteria (of Netball NSW) to be met by the Association; and
 - (ii) the privileges and benefits of Association membership.

7.6 Individual Members

- (a) No individual shall be Registered with Netball NSW as an Individual Member except in accordance with this **clause 7.6**. The Board may in its discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 7.6(a)** an individual that is recognised, affiliated, accredited or Registered by or with, a Voting Member will, upon Registration with the Voting Member, become an Individual Member of Netball NSW and is subject to the provisions of this Constitution.
- (c) Netball NSW may register Individual Members directly in certain situations as determined by Netball NSW from time to time.
- (d) To remain a Member, all Individual Members must:
 - (i) renew their membership, affiliation, accreditation or Registration with their Voting Member or Netball NSW in accordance with the procedures applicable from time to time;
 - (ii) otherwise remain a member, affiliated, accredited or Registered with their Voting Member or Netball NSW in accordance with the procedures applicable from time to time; and
 - (iii) pay such fees as may be prescribed by their respective Voting Member or Netball NSW in respect of their membership, affiliation, accreditation or Registration, from time to time.
- (e) In addition to the effect of membership set out in **clause 7.2**, an Individual Member is bound by, and must comply with, this Constitution and the Policies.
- (f) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Policies.

7.7 Renewal of Membership

- (a) Association and Individual Membership expires on the earlier of:
 - (i) the date prescribed for that membership option; or

(ii) annually,

on the date determined by the Board from time to time.

- (b) Association and Individual Members must reapply for Membership of Netball NSW in accordance with the procedures set down by the Board from time to time to retain their Membership.
- (c) The Board may accept or reject a reapplication for Membership in accordance with **clause 7.2** as if the applicant was a new prospective Member.

7.8 General

- (a) Netball NSW must keep and maintain a register of all Members in which shall be entered such information as is required under the Act from time to time and which may be inspected in accordance with the Act.
- (b) A right, privilege or obligation of a Member by reason of their membership of Netball NSW is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of Netball NSW and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of Netball NSW or Netball.

7.9 Limited Liability

Members have no liability except as set out in **clause 29**.

7.10 Effect of Membership

- (a) Members acknowledge and agree that:
- (i) this Constitution constitutes a contract between each of them and Netball NSW and that they are bound by this Constitution and the Policies;
- (ii) they shall comply with and observe this Constitution, the Policies and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (iii) by submitting to this Constitution and the Policies they are subject to the jurisdiction of Netball NSW;
- (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of Netball NSW, the Members and Netball;
- (v) this Constitution and Policies are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Netball; and
- (vi) they are entitled to all benefits, advantages, privileges and services of Netball NSW membership.

- (b) Subject to **clause 10.2(a)**, a Voting Member of Netball NSW has the right:
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a General Meeting;
 - (iii) to attend and be heard at General Meetings;
 - (iv) to vote at a General Meeting;
 - (v) to have access to the minutes of the General Meetings and other documents of Netball NSW as provided under **clause 25**; and
 - (vi) subject to **clause 7.8(a)**, to inspect the register of Members.

8. CESSATION OF MEMBERSHIP

8.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) expiry of their Membership under **clause 7.7**;
- (d) the termination of their Membership according to this Constitution or the Policies;
- (e) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (f) that Member no longer meeting the requirements for Membership according to this Constitution and/or the Policies.

8.2 Resignation

For the purposes of **clause 8.1(a)**, a Member may resign as a member of Netball NSW by giving 30 days written notice to the Board. Where a Voting Member seeks to resign as a Member of Netball NSW the written notice must be accompanied by a copy of the special resolution passed by the Voting Member's members resolving that the Voting Member resign from Netball NSW.

8.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon Netball NSW or the Board for damages or otherwise or claim upon its property including the Intellectual Property.

9. GRIEVANCES AND DISCIPLINE OF MEMBERS

9.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of Netball NSW whether under the Policies or under this Constitution.

9.2 Discipline and grievances

- (a) The Board may make or adopt Policies or such other procedures as they consider appropriate from time to time:
- (i) for the hearing and determination of:
 - (A) complaints by; and
 - (B) disputes between,
Members (and their members);
 - (ii) for the discipline of Members (and their members);
 - (iii) for hearing and determining appeals in relation to (i) and (ii) above; and
 - (iv) for the termination of Members.
- (b) The Board in its sole discretion may refer an allegation (which in the opinion of the Board is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies, or any other resolution or determination of the Board or any duly authorised Committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of Netball NSW or Netball, or both; or
 - (iii) prejudiced Netball NSW or Netball or brought Netball NSW or Netball or themselves into disrepute,
- for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Board considers appropriate.

10. FEES AND SUBSCRIPTIONS

10.1 Fees payable by Members

- (a) Subject to **clause 10.1(b)**, the Board must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Any proposed increase in the fee determined by the Board under **clause 10.1(a)(ii)** must be approved by ordinary resolution of the Voting Members in General Meeting, failing which the existing fee remains applicable.

- (c) Each Member must pay to Netball NSW the amounts determined under this **clause 10** in accordance with **clause 10.1(a)(iv)**.

10.2 Non-Payment of Fees

- (a) Subject to **clause 10.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Board, be suspended while the payment of any subscription or other amount determined under **clause 10.1(a)(i)**, **clause 10.1(a)(ii)** or **clause 10.1(a)(iii)** is in arrears.
- (b) Where a Member is in arrears for any amount:
 - (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Voting Members but does not require their approval.

11. GENERAL MEETINGS

11.1 Annual General Meeting

AGMs of Netball NSW are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Board (including date and venue).

11.2 Power to convene General Meeting

- (a) The Board may convene a General Meeting when it thinks fit and must do so if required by the Act.
- (b) The Board must on the requisition in writing of at least 5% of the Voting Members convene a General Meeting.
- (c) The Board must convene at least two General Meetings in each calendar year, including the AGM.

11.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Board, and the auditor of Netball NSW; and
 - (ii) in accordance with **clause 27** and the Act.
- (b) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution; and

- (iii) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.
- (c) Any 10 Voting Members may submit a notice of motion to alter the Constitution, which must:
 - (i) be in writing;
 - (ii) set out the wording of the proposed Special Resolution;
 - (iii) be signed by all the Voting Members proposing to move the Special Resolution; and
 - (iv) be received by Netball NSW no less than 60 days prior to the General Meeting at which the Special Resolution will be considered.

11.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

11.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Board it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time it determines. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Board at the request of Members; or
- (c) a Court.

11.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least seven days prior to the date of the General Meeting.

11.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places or as a Virtual Meeting, the technology that will be used to hold the meeting in that manner.

11.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 11.6**.

11.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

11.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

11.11 Right to appoint Representative

- (a) In accordance with the Act and subject to **clause 11.11(b)**, each Association is entitled to appoint two individuals as its Representatives to attend General Meetings, provided that the Voting Member has not appointed a proxy for both of its votes under **clause 11.12**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) The president and secretary of an Association are automatically deemed that Association's Representatives unless another individual or individuals are notified to Netball NSW in writing by the Association prior to a General Meeting.
- (c) Once notified to Netball NSW, a person is an Association's appointed Representative until the Association further notifies Netball NSW otherwise.
- (d) A maximum of two Representatives may exercise the Voting Member's powers at any one time.

11.12 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of Netball NSW is entitled to appoint a person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to Netball NSW.

11.13 Form of proxy

The instrument appointing a proxy may be in form determined by the Board from time to time provided it complies with the requirements under the Act.

11.14 Lodgement of proxy documents

- (a) A proxy may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy is received by Netball NSW:
 - (i) at the office, or at such other place, or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the proxy proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by Netball NSW.

11.15 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.

- (e) The instrument appointing a proxy may provide for the chair to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

11.16 Representative or proxy at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative or proxy, that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies Netball NSW in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

12. PROCEEDINGS AT GENERAL MEETINGS

12.1 Number for a quorum

At least 25% of the Voting Members eligible to vote must be present in person or by proxy for a quorum to exist at a General Meeting.

12.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

12.3 Quorum and time – Special General Meetings

If within 30 minutes after the time appointed for a Special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

12.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.

- (b) Where an AGM has been adjourned under **clause 12.4(a)**, such Voting Members as are represented by their appointed, authorised Representative on the adjourned date shall constitute a quorum.

12.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Board present;
 - (ii) the only Director present;
 - (iii) the CEO; or
 - (iv) an authorised Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their authorised Representatives.

12.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in their opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 12.6** is final.

12.7 Adjournment of General Meeting

- (a) The chair may and must if directed by a resolution of the Voting Members, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

12.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

12.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

12.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

12.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded under **clause 12.12(a)** and the demand is not withdrawn.
- (b) A declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the meetings of Netball NSW, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

12.12 Poll

- (a) If a poll is properly demanded in accordance with the Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 13**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

12.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and

- (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

12.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

12.15 Electronic voting

Voting by electronic communication at and in relation to General Meetings may be permitted from time to time in such instances as the Board may determine and shall be held in accordance with procedures prescribed by the Board.

12.16 Minutes

- (a) The Company Secretary must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certification signed by two Directors that the financial statements give a true and fair view of the financial position and performance of Netball NSW; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

13. VOTES OF MEMBERS

13.1 Votes of Members

- (a) Subject to **clause 13.1(b)**, at a General Meeting, on a show of hands and on a poll, each:
 - (i) Association shall have two votes, with a single vote exercisable by each of the Association's appointed, authorised Representatives; and
 - (ii) Life Members shall have one vote.
- (b) Where:

- (i) only one Association Representative attends a General Meeting, the Association shall only have one vote, subject to appointment of a proxy in relation to the second vote; and
 - (ii) a Representative is also a Life Member, they only have one vote on a show of hands and on a poll.
- (c) No Members other than Voting Members are entitled to vote at General Meetings.

13.2 Circulating Voting Member Resolutions

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of Netball NSW held at the time on which the document was signed by the last Voting Member.
- (b) For the purposes of **clause 13.2(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) An email or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

14. DIRECTORS

14.1 Composition of the Board

The Board shall consist of:

- (a) seven Elected Directors all of whom will be elected under **clause 15.4**; and
- (b) up to two additional Appointed Directors who shall be appointed in accordance with **clause 16**.

14.2 Qualifications

- (a) The Board may determine from time to time job descriptions and qualifications for Directors.
- (b) A person who holds an Official Position is not eligible to be elected as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the Company Secretary within 48 hours of the General Meeting at which the person is elected.
- (c) An individual is ineligible for nomination, election or appointment as a Director of Netball NSW if:
 - (i) they are not an Individual Member;

- (ii) subject to open disciplinary proceedings of Netball NSW or NA at the close of nominations or the proposed date of appointment;
 - (iii) subject to any penalty imposed by NA, or by Netball NSW under **clause 9**, that prohibits them holding an official position with Netball NSW that is applicable at the close of nominations or the proposed date of appointment;
 - (iv) they have previously been found guilty or liable by a competent court, tribunal, sporting authority or regulatory body, or admitted guilt or liability, in respect of any breach of directors' duties or fiduciary duties, misleading or deceptive conduct or conduct involving dishonesty or a lack of good faith;
 - (v) they have previously been expelled or suspended from membership of any club that is registered under applicable law as a corporation or incorporated association;
 - (vi) they have a prior criminal conviction in respect of an indictable offence;
 - (vii) they have previously been:
 - (A) expelled or suspended from Membership of Netball NSW; or
 - (B) found, as a result of the procedure outlined in the applicable policy, to have breached a Netball NSW or NA policy;
 - (viii) they have a material personal interest that would, in the Board's view, prejudice their ability to act independently on an ongoing basis; and
 - (ix) a person deemed unsuitable by the Nominations Committee in accordance with **clause 15.3(b)**.
- (d) A person who has been an employee of Netball NSW is not eligible to be elected or appointed as a Director for a period of three years since they ceased being an employee. If an employee of Netball NSW is terminated by Netball NSW for any reason, they are ineligible for election or appointment as a Director.

14.3 Current Board

The terms of the Directors in office at the date of the adoption of this Constitution shall continue as provided for on the relevant date of election or appointment. Those Directors may be re-elected or re-appointed for a further term, as the case may be, subject always to this Constitution.

14.4 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Board and subject to the Act, may be:

- (a) paid by Netball NSW for services rendered to it other than as a Director; and
- (b) reimbursed by Netball NSW for their reasonable travelling, accommodation and other expenses when:

- (i) travelling to or from meetings of the Board, a Committee or Netball NSW; or
- (ii) otherwise engaged on the affairs of Netball NSW.

14.5 Honorarium

Netball NSW may in General Meeting by ordinary resolution determine to pay a Director an honorarium as an ex-gratia payment.

15. ELECTED DIRECTORS

15.1 Nomination for Board

Nominations for Elected Directors shall be called for by the Company Secretary at least 54 days prior to the General Meeting at which the election is to be held.

15.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by the required nominators in accordance with the applicable Policy;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to Netball NSW not less than 40 days before the date fixed for the holding of the General Meeting.

15.3 Nominations Committee

- (a) A Nominations Committee shall be formed, the role of which shall include the task of identifying candidates to fill Director vacancies (including casual vacancies) and assessing all nominees for Director vacancies.
- (b) The Nominations Committee has the power to determine that a nomination is unsuitable for further consideration by Netball NSW, the Directors or the Voting Members (as applicable) but only if this decision is unanimous.
- (c) The Nominations Committee shall comprise three persons, all appointed by the Board, including an independent chair, a Member representative and a Director.
- (d) The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee terms of reference.
- (e) The Nominations Committee must utilise a skills matrix as part of its assessment of nominees for Director vacancies.

15.4 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then each of those nominated shall be declared elected only where an ordinary resolution is

separately passed in favour of each nominee, failing which that position or positions become casual vacancies.

- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.

15.5 Term of Appointment

- (a) Subject to this Constitution, and in particular **clause 15.5(b)**, Elected Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 15.5**.

15.6 Maximum term of office

- (a) A person must not serve more than:
 - (i) nine consecutive years as a Director, including where one or more of the years is as an Appointed Director or filling a casual vacancy; and
 - (ii) six consecutive years as an Appointed Director.
- (b) For the purposes of **clause 15.6(a)**, where:
 - (i) service by a person as a Director takes place immediately before the adoption of this Constitution, the period of service by that person before the adoption of this Constitution will be treated as service towards **clause 15.6(a)**; and
 - (ii) a person ceases to be a Director and is subsequently elected or appointed as a Director in accordance with this Constitution within one year from the date they last ceased to be a Director, the intervening period is treated as consecutive service towards **clause 15.6(a)**.
- (c) A Director who has served the maximum number of years in accordance with **clause 15.6(a)** is not eligible to be a Director for three years following the completion of their maximum term.

16. APPOINTED DIRECTORS

16.1 Appointment of Appointed Director

The Board may appoint up to two Appointed Directors in accordance with this Constitution.

16.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation. Appointed Directors need to be Individual Members and must become an Individual Member at or prior to appointment, but do not need to have experience in, or exposure to, Netball.

16.3 Term of Appointment

- (a) Directors appointed under **clause 16.1** may be appointed by the Board in accordance with this Constitution for a term of up to three years, which shall commence and conclude on dates as determined by the Board.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of six consecutive years shall be eligible for re-appointment as an Appointed Director for at least three years following the date of conclusion of their last term as an Appointed Director, however, may submit themselves for election as an Elected Director subject to **clause 15.6**.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of a Director may be filled by the Board from among appropriately qualified persons.
- (b) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to Netball NSW;
- (e) reaches their maximum consecutive years of service under **clause 15.6**;
- (f) is absent without the consent of the Board from three consecutive meetings of the Board;
- (g) is an employee of Netball NSW or a Voting Member;

- (h) holds an Official Position with a Voting Member;
- (i) is:
 - (i) found, as a result of the procedure outlined in the applicable policy, to have breached a Netball NSW or NA policy;
 - (ii) expelled or suspended from Membership of Netball NSW;
 - (iii) subject to any penalty imposed by NA or Netball NSW under **clause 9**, that prohibits them holding an official position with Netball NSW; or
- (j) is found guilty or liable by a competent court, tribunal, sporting authority or regulatory body, or admitted guilt or liability, in respect of any breach of directors' duties or fiduciary duties, misleading or deceptive conduct or conduct involving dishonesty or a lack of good faith;
- (k) is convicted of any indictable offence;
- (l) is expelled or suspended from membership of any club that is registered under applicable law as a corporation or incorporated association;
- (m) is directly or indirectly interested in any contract or proposed contract with Netball NSW and fails to declare the nature of their interest;
- (n) is removed by the Voting Members in accordance with the Act; or
- (o) would otherwise be prohibited from being a director of a corporation under the Act.

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting.

18. POWERS AND DUTIES OF THE BOARD

18.1 Directors to manage Netball NSW

The Board is to manage Netball NSW's business and may exercise those of Netball NSW's powers that are not required, by the Act or by this Constitution, to be exercised by Netball NSW in General Meeting.

18.2 Specific powers of Directors

Without limiting **clause 18.1**, the Board may exercise all Netball NSW's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of Netball NSW or of any other person.

18.3 Time

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may in its absolute discretion extend that time, period or date as it thinks fit.

18.4 Delegation of powers

- (a) The Board may, by resolution or by power of attorney or writing under seal, delegate any of its powers to the CEO or any employee of Netball NSW or any other person or persons as they think fit.
- (b) Any delegation by the Board of its powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Board.

18.5 Code of Conduct

The Board must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

19. PROCEEDINGS OF THE BOARD

19.1 Board meetings

The Board may meet together for conducting business, adjourn and otherwise regulate its meetings as it thinks fit.

19.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by the Board.

19.3 Chair's casting vote

The chair of the meeting will not have a casting vote.

19.4 Quorum

Five Directors present in person constitutes a quorum.

19.5 Convening meetings

- (a) The Chair may, and the Company Secretary on the request of at least three Directors must, convene a Board meeting.
- (b) Notice of a Board meeting must be given individually to each Director (except a Director on leave of absence approved by the Board). Notice of a Board meeting may be given in person, or by post or by telephone or other electronic means.
- (c) A Director may waive notice of a Board meeting by giving notice to that effect to Netball NSW in person or by post or by telephone or other electronic means.
- (d) A person who attends a Board meeting waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a Board meeting or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that Board meeting.

19.6 Election of Chair

- (a) The Board must elect by majority vote one of the Elected Directors to the office of Chair and must elect a new Chair following the Chair's retirement or expiry of their term under (b) below.
- (b) The Chair holds office for a term of up to two years as determined by the Board, subject to vacating office earlier if:
 - (i) ceasing to be an Elected Director for any reason; or
 - (ii) removed as Chair by the Board,and may be re-elected as Chair, subject to remaining an Elected Director, for a maximum of six consecutive years and shall chair every Board meeting.
- (c) Despite **clause 19.6(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be chair of the meeting.

19.7 Circulating Board resolutions

- (a) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and an absolute majority of the Directors (not being less than the number required for a quorum at a Board meeting) sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or other document or transmission produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 19.7(a)** and is taken to be signed when received by Netball NSW in legible form.
- (c) The resolution is passed when the last Director required to achieve the required majority signs or assents.

19.8 Validity of acts of Directors

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

19.9 Directors' interests

- (a) A Director is disqualified by holding any place of profit or position of employment in Netball NSW, any Member or in any company or incorporated association in which Netball NSW is a shareholder or otherwise interested or from contracting with Netball NSW either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of Netball NSW in which any Director is in any way interested will be voided for such reason.

- (b) A Director shall declare their interest in any:

- (i) contractual matter;
- (ii) selection matter;
- (iii) disciplinary matter; or
- (iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

- (c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.
- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under **clause 19.9(c)** as regards such

Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

- (e) It is the duty of the Company Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with **clauses 19.9(c) or 19.9(d)**.

19.10 Minutes

- (a) The Board must cause minutes of meetings to be made and kept according to the Act.
- (b) The minutes of Board meetings shall not be available for inspection or copying by the Members.

20. VIRTUAL MEETINGS

20.1 Virtual Meeting

- (a) A General Meeting or a Board Meeting may be held by means of a Virtual Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 20**.

20.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of Netball NSW:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person's presence must be distinguishable to the chair;
- (d) a person may not leave a Virtual Meeting by disconnecting their telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

21. CEO

21.1 Appointment of CEO

The Board will appoint a CEO.

21.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Board.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.

21.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.

21.4 Delegation by the Board to CEO

The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of Netball NSW. The delegation may include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;
- (b) manage the financial and other reporting mechanisms of Netball NSW;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate their powers and responsibilities to employees or internal management committees of Netball NSW; and
- (e) any other powers and responsibilities which the Board considers appropriate to delegate to the CEO.

21.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of Netball NSW, all Board meetings and any Committees and may speak on any matter but does not have a vote.

22. COMPANY SECRETARY

22.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Board .

22.2 Suspension and removal of Company Secretary

The Board may suspend or remove a Company Secretary from that office.

22.3 Powers, duties and authorities of Company Secretary

A Company Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.

23. COMMITTEES

23.1 Committees

The Board may by written instrument delegate any of its powers to Committees consisting of such persons it thinks fit (including Directors, individuals and consultants) and may vary or revoke any delegation.

23.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board. A Committee is responsible to and reports to the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

23.3 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

24. POLICIES

24.1 Making and amending Policies

- (a) The Board may from time to time make Policies which in its opinion are necessary or desirable for the control, administration and management of Netball NSW's affairs and Netball in New South Wales and may amend, repeal and replace those Policies.
- (b) Interpretation of the Policies is solely the responsibility of the Board.

24.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The Company Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Netball NSW and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.
- (c) The Board will cause Netball NSW records to be kept for a period of seven years from their creation.

25.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **clause 25.2(b)**, the financial records, books, securities and any other relevant document of Netball NSW.
- (b) The Board may refuse to permit a member to inspect records of Netball NSW that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of Netball NSW.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of Netball NSW referred to in this clause and Netball NSW may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of Netball NSW and includes the following:

 - (i) its financial statements;
 - (ii) its financial records; and
 - (iii) records and documents relating to transactions, dealings, business or property of Netball NSW.

26. ACCOUNTS

26.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the CEO or Company Secretary.

26.2 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of Netball NSW in accordance with the Act and will distribute copies of financial statements as required by the Act.

26.3 Transactions

All financial transactions of Netball NSW shall be executed and/or actioned, as the case may be, in such manner as the Board determines from time to time.

26.4 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. NOTICE

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

Netball NSW may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

27.3 Methods of service on Netball NSW

A Member may give a document to Netball NSW:

- (a) by delivering it to Netball NSW's registered office;
- (b) by sending it by post to Netball NSW's registered office; or
- (c) by sending it to an email or other electronic address nominated by Netball NSW.

27.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

27.5 Electronic transmission

If a document is sent by email or any other form of electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the email or other electronic transmission; and
- (b) have been delivered on the business day following its transmission.

28. INDEMNITY

28.1 Indemnity of officers

- (a) This **clause 28** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of Netball NSW; and
 - (ii) to any other officers, employees, former officers or former employees of Netball NSW or of its related bodies corporate as the Board in each case determines.

Each person referred to in this paragraph (a) is referred to as an **Indemnified Officer** for the purposes of the rest of **clause 28**.

- (b) Netball NSW will indemnify each Indemnified Officer out of the property of Netball NSW against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of Netball NSW or of a related body corporate of Netball NSW; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of Netball NSW or of a related body corporate of Netball NSW,unless:
 - (iii) Netball NSW is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (iv) an indemnity by Netball NSW of the person against the liability or legal costs would, if given, be made void by statute.

28.2 Insurance

Netball NSW may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of Netball NSW or of a related body corporate of Netball NSW including a liability for legal costs, unless:

- (a) Netball NSW is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if Netball NSW paid the premium, be made void by statute.

28.3 Deed

Netball NSW may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 28.1** on the terms the Board thinks fit (as long as they are consistent with **clause 28.1**).

29. WINDING UP

29.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to Netball NSW's property if Netball NSW is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of Netball NSW's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to Netball NSW's property if Netball NSW is wound up.

29.2 Excess property on winding up

- (a) If on the winding up or dissolution of Netball NSW, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of Netball NSW; and
 - (ii) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

30. COMMON SEAL

- (a) If Netball NSW has a common seal, it shall:
 - (i) be kept in the custody of the Company Secretary; and
 - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two Directors.
- (b) A Director may not sign a document to which the seal of Netball NSW is fixed where the Director is interested in the contract or arrangement to which the document relates.

31. SOURCE OF FUNDS

The funds of Netball NSW may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

32. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this **clause 32** shall apply from the date of adoption of this Constitution.
 - (b) The directors of Netball NSW in place immediately prior to approval of this Constitution under the Act shall continue in accordance with **clause 14.3**, subject to **clause 15.5(b)**, and thereafter the positions of the Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
 - (c) All by-laws, policies and regulations of Netball NSW in force at the date of the approval of this Constitution insofar as such by-laws, policies and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Policies under **clause 24**.
 - (d) All members who are, prior to the approval of this Constitution, Members of Netball NSW shall be deemed Members of Netball NSW from the time of approval of this Constitution under the Act. All such Members shall provide Netball NSW with such details as may be required by Netball NSW under this Constitution within one month of the approval of this Constitution under the Act.
-

Annexure D – Constitution Comparison Table

COMPARISON TABLE | EXISTING & PROPOSED CONSTITUTIONS NETBALL NSW

This table compares clauses in the existing Netball NSW (**NNSW**) Constitution to the relevant clause(s) in the newly proposed Constitution, summarises material changes being proposed and the underlying rationale.

For further information regarding this document, please contact Lucy Sayers, General Manager - Governance, Integrity & Special Projects, Netball NSW - LSayers@netballnsw.com.

Comparison Table

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
Clause	Title of Clause	Clause	Title of Clause		
1	Name of the Company	2	Company's Name and Nature	<ul style="list-style-type: none"> Change of company name from The New South Wales Netball Association Limited to Netball NSW Ltd No reference to company limited by guarantee (CLG) or not-for-profit in this clause - now dealt with elsewhere (clauses 4 & 5) 	<ul style="list-style-type: none"> Change as a matter of housekeeping to reflect business operations.
2	Definitions and Interpretation	1	Definitions and Interpretation	<ul style="list-style-type: none"> Existing definitions variously retained, removed or amended with several new definitions included <u>Deleted</u> definitions include ASIC, Auditor, Community Member, Company Information, Deputy Chairperson, Hybrid Meeting, Interested Member, Non-Voting Member, Notice, Office, Returning Officer, Virtual Technology and Voting Members Present <u>Amended</u> definitions (with new defined term) include Affiliate Member (Association), Chairperson (Chair), Council Meeting (General Meeting), Delegate (Representative), Office Bearer (Official Position), President (Chair) 	<ul style="list-style-type: none"> Matters of housekeeping and alignment with current practice.

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
				<ul style="list-style-type: none"> New definitions include NA Constitution, Policy, Registration, Special General Meeting, Special Resolution 	
2.3	The Act	24	Application of the Act	<ul style="list-style-type: none"> No change 	
3 4	Objects Powers	3	Company's Objects and Powers	<ul style="list-style-type: none"> New objects substantively similar, using contemporary language, with a slight reduction in the number of objects due to consolidation and broader language than previously used Existing and proposed objects extracted at Annexure A below No change to powers clause other than specifying powers of a CLG, not a company in general 	<ul style="list-style-type: none"> Alignment of Objects with NNSW strategic objectives.
5	Income and Property of Netball NSW	4	Income and Property	<ul style="list-style-type: none"> No material change - NNSW remains a not-for-profit with legally permitted exceptions to the blanket prohibition against payments to members/directors Certain of the exceptions in existing clause 4.3 now located elsewhere in new Constitution for clarity (cf clause 5) 	
6 7.10	Amendment of Constitution Effect of Membership	8	Effect of, and altering, this Constitution	<ul style="list-style-type: none"> No change - Constitution may only be amended by special resolution (as defined in the Corporations Act) Constitution has effect as a contract between, among others, the company and its members 	
7.1 7.3	Categories of Members Life Members	11	Life Members	<ul style="list-style-type: none"> Ability for voting members by ordinary resolution to subsequently remove life membership if the person is subject to prescribed automatic director vacation facts - found to breach NA/NNSW policy, convicted of indictable offence, found by sporting tribunal to commit certain breaches or expelled from sport club membership 	

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
				<ul style="list-style-type: none"> Nominations must be submitted by the date prescribed in any applicable policy (previously enshrined as 30 September) No other material changes to life membership provisions, including nomination, election and rights All existing life members automatically recognised as life members under new Constitution 	
7.9	Limited Liability	5	Liability of Members	<ul style="list-style-type: none"> No change 	
7.7 8	Renewal of Membership Cessation of Membership	10	Discontinuance of Membership	<ul style="list-style-type: none"> Associations must pass a special resolution prior to resigning from membership of NNSW Reduction in period of notice for association resignation from three to one month Associations and individual members must renew their membership annually in accordance with the procedure prescribed by NNSW, failing which their membership automatically expires 	<ul style="list-style-type: none"> In line with the decision in Ipswich Netball Association Incorporated v Netball Queensland Limited [2021] QSC 349. Creates greater clarity around association memberships and the way in which these are granted and can be renewed.
9	Membership	9	Membership	<p>Categories and enshrined rights</p> <ul style="list-style-type: none"> Affiliate Members renamed Associations - retain existing rights Directors and CEO removed as categories of membership Removal of Interested and Community Members as prescribed categories of membership Provision included allowing the directors to create new (non-voting) categories of membership from time to time. New voting member categories must be approved by the voting members in general meeting <p>Associations</p>	<ul style="list-style-type: none"> Simplification of membership categories in line with industry practice which is to prescribe non, or one category that can delineate into classes within that category. There is no longer a requirement at law to maintain a minimum number of members. NNSW Directors to forego membership and voting rights as a matter of good

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
				<ul style="list-style-type: none"> • Introduction of new obligations applicable to Associations, covering: <ul style="list-style-type: none"> ○ behaviour (act in good faith, in the interests of netball) ○ operations (align objects with NNSW, provide annual reports if requested by NNSW, register all individual members, maintain a database of individual members) ○ governance (advise NNSW of operational/administrative difficulties, cooperate to address issues, allow appointment of administrator if needed) ○ constitution (align with NNSW Constitution) • Obligations apply due to the Constitution operating as a statutory contract between NNSW and members under the Corporations Act <p>Renewal</p> <ul style="list-style-type: none"> • Association and Individual Membership expires annually on the date prescribed by the directors • Associations and Individual Members must renew in accordance with the prescribed process, failing which their membership automatically ceases • Renewal constitutes a reapplication for membership in the same manner as prospective members applying <p>General</p> <ul style="list-style-type: none"> • Inclusion of prohibitions against members acting in a manner unbecoming or prejudicial to the interests of netball and mistreating representatives of NNSW or other members 	<p>governance. It is very rare for a sporting organisation to grant Directors the right to vote.</p> <ul style="list-style-type: none"> • Incorporates learnings from Ipswich Netball Association Incorporated v Netball Queensland Limited [2021] QSC 349 and creates the ability for NNSW and its Affiliates to appropriately manage systemic administration issues that are detrimental to the reputation and/or experience of netball in NSW. • Creating increased and enforceable accountability mechanisms for NNSW to ensure compliance and alignment with an agreed set of standards and behaviours – as they relate to prolonged and significant governance, operational or administrative issues from its Affiliate Members. • Favorable for this to be a staged/stepped performance management process which ensures opportunities for the Affiliate Member to rectify such behaviour prior to formal action being taken

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
					and creates clear thresholds and safeguards under which NNSW has the ability to act on such powers of accountability.
9 23	Grievances and Discipline of Members Committees	19	Panels and Tribunals	<ul style="list-style-type: none"> No material changes other than terminology - board can delegate to "Committees" Discipline clause (9) provides an overarching power for the directors to adopt and implement policies governing discipline and grievances, which has been drafted to facilitate use of NA's Integrity Framework 	
11.11 11.12	Right to appoint Representatives Right to appoint proxy	12	Delegates	<ul style="list-style-type: none"> Change from "delegate" to "representative" to align with applicable statutory provisions Association president and secretary automatically deemed to be its 2 x representatives unless/until the association notifies NNSW otherwise No change to number of representatives (two) or voting procedure at general meetings (only one vote exercisable by each representative) Removal of unnecessary prescription from representative (delegate) appointment process The proxy of a voting member may be any person and no cap on the number of proxies that may be held by a person Additional prescription (which mirrors the Corporations Act) regarding the appointment and powers of proxies 	<ul style="list-style-type: none"> Creates administrative efficiencies. Changes to the ability to appoint a Proxy in line with legislation.
11 12	General Meetings	13	Members' Meetings	<p>General meetings</p> <ul style="list-style-type: none"> Change of terminology - only general meetings (AGM, Special General Meetings), not AGM and Council Meetings 	<ul style="list-style-type: none"> Changes as matters of either housekeeping, administrative efficiency, or governance best practice.

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
13 20	<p>Proceedings at General Meetings</p> <p>Votes of Members</p> <p>Virtual Meetings</p>			<ul style="list-style-type: none"> • Removal of minimum director number from the quorum - now only 25% of voting members • Quorum includes voting members attending the meeting in person (whether physical or online) and by proxy • Removal of requirement to hold second general meeting no later than November each year - NNSW now required to hold at least two general meetings (including AGM) in each calendar year • Removal of prescribed business for the AGM - automatically dealt with under the Corporations Act • Chair may unilaterally adjourn a general meeting <p>Voting at general meetings</p> <ul style="list-style-type: none"> • Removal of director voting rights - voting members are the associations and life members • Voting members only required to approve an increase in the annual membership fees. Failure to pass the resolution means the existing fees continue to apply • Inclusion of express ability to conduct voting electronically <p>Virtual meetings</p> <ul style="list-style-type: none"> • Inclusion of virtual meeting clause allowing NNSW to hold general meetings exclusively virtually, if needed • Increased clarity on procedural requirements for virtual meetings of the board and general meetings 	<ul style="list-style-type: none"> • Changes to fee approvals reduces the risk to NNSW in the event that the fees are not approved in any given year. • Legislation no longer required the AGM to appoint the Auditor. • Language around dates and names of general meetings to be less prescriptive to create greater flexibility for NNSW and its Affiliates. • Ensuring provisions related to hybrid meetings (including across Board and Members Meetings) are included (noting that the current streaming technology does not enable some of the provisions which are required by the existing Constitution. • Director requirement to attend general meetings to be included in a separate policy document instead of the Constitution. • Industry standard for the Chair to be able to unilaterally adjourn a meeting. There are a range of reasons they may do this including where they need

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
					to seek advice or manage unruly meeting behaviour.
14 15 16 17 18	Directors Elected Directors Appointed Directors Vacancies on the Board Powers and Duties of Directors	14	Directors	<p>Composition and term length</p> <ul style="list-style-type: none"> No change to board size, composition or elected director term length or rotation Appointed Directors may be appointed for up to three years (currently two) Introduction of maximum two consecutive terms for Appointed Directors (may be an Elected Director to take them to overall nine consecutive year maximum) - does not change existing six year limit for ADs Removal of 12 month cooling off period between Elected Director service and appointment as an Appointed Director Casual vacancy appointments hold office for the remainder of the term in all scenarios <p>Eligibility and vacation of office</p> <ul style="list-style-type: none"> Additional mandatory eligibility criteria to serve as a director - excludes individuals subject to sport disciplinary proceedings, criminal convictions, previously expelled from NNSW membership, deemed unsuitable by the nominations committee Employees of associations ineligible for election as a NNSW director Additional automatic vacation of office provisions that mirror the new mandatory eligibility criteria referenced above Individual who reaches maximum consecutive term (nine years) ineligible for election/appointment as a director for three years (currently one) 	<ul style="list-style-type: none"> Specific powers of the Board to sit within the Directors Handbook Policy rather than in the Constitution. Inclusion of provisions that mean candidates are not eligible to serve as a Director or NNSW where they have criminal convictions or have been subject to disciplinary sanctions from other sports. Ensures that Directors are suitable candidates to govern and lead NNSW. This applies to both applications and removal from the Board mid-way through a term if required. Increase to 'cooling off' period after a Director has served their maximum term so that it aligns with one full term in office. This is a matter of good governance and ensures that succession is maintained.

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
				<p>Powers of directors</p> <ul style="list-style-type: none"> • Removal of unnecessary prescription outlining powers of directors, which is already covered by 'powers of the board' clause at 18.1 • No substantive change to powers of directors, being everything not enshrined for members in the Corporations Act or the Constitution 	
19	Proceedings of Directors	15	Proceedings for and at meetings of the Directors	<ul style="list-style-type: none"> • Removal of chair's casting vote • Circulating resolution requires simple majority, not unanimity • Less prescription governing the calling and notice of board meetings, while retaining key provisions 	<ul style="list-style-type: none"> • Best practice is that a matter should be forfeited and status quo should prevail if a majority vote cannot be achieved in the first instance. • The requirement for unanimity can slow what are usually administrative decisions. An absolute majority still provides sufficient comfort that the relevant matter is duly considered and sufficiently supported.
19.6	Election of Chair	16	Chairperson and Deputy Chairperson	<ul style="list-style-type: none"> • No change to election process or term of Chair • Chair can hold office for six consecutive years (previously three consecutive terms, but up to three year terms) so no change to maximum overall tenure but permits multiple shorter (ie one year) terms within the overall maximum • Removal of Deputy Chair and mandated election process from the Constitution - now a matter for the directors from time to time 	

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
21	CEO	18	Chief Executive Officer Delegation of Authority	<ul style="list-style-type: none"> References appointment by the directors in the CEO clause itself (previously 14.1) Expansion of prescribed discretionary delegation to the CEO, noting the importance of the role to NNSW CEO delegation (as listed) may include conducting day to day management of the company, business plans/strategy, policies/procedures, financial management, expenditure, sub-delegation to other staff and powers deemed appropriate by the directors 	<ul style="list-style-type: none"> Additional description of the roles of the CEO and removal of the CEO as a member. This is aligned with best practice.
22	Company Secretary	17	Company Secretary	<ul style="list-style-type: none"> References appointment by the directors in the Company Secretary clause itself (previously 14.1) Removal of unnecessary enshrined prescription for Company Secretary role - now as delegated by the directors 	
24	Policies	3.1(n)	N/A	<ul style="list-style-type: none"> Inclusion of more transparent power for the board to adopt and implement policies Policies subject to and must be consistent with the Constitution and when in force are binding on all members with the same effect as the Constitution 	
25 26	Keeping and Inspection of Records Accounts	20	Accounts	<ul style="list-style-type: none"> No material changes to clauses governing financial statements and records Removal of annual auditor appointment requirement, which is inconsistent with applicable statutory provisions - public company auditor remains in office until they resign or are removed by the voting members 	
27	Notice	21	Notices	<ul style="list-style-type: none"> Posted notices taken to be delivered on fourth business day following sending No other change to form of notice or timing 	

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
28	Indemnity	22	Indemnity	<ul style="list-style-type: none"> Removal of automatic right for officers (as defined in the Corporations Act) to be indemnified under the constitutional indemnity - only directors, company secretary and CEO automatically covered Directors may grant indemnities to officers and employees of NNSW as deemed appropriate 	
29	Winding Up	6	Guarantee by Members	<ul style="list-style-type: none"> No change - member liability capped at \$1 if NNSW wound up and liabilities exceed assets 	
29	Winding Up	7	Winding Up	<ul style="list-style-type: none"> Removal of prescribed requirement to transfer surplus to an organisation operating in the same geographical region as NNSW Additional clarification that determination of recipient organisation made by voting members at a general meeting (existing Constitution silent, meaning Corporations Act applies) 	
30	Common Seal	N/A	N/A	<ul style="list-style-type: none"> Restriction on affixing NNSW's common seal - only if accompanied by 2 x director signatures 	
31	Source of Funds	N/A	N/A	<ul style="list-style-type: none"> Inclusion of common sources of funds for NNSW, with broad ability for the directors to determine other sources from time to time 	
32	Transitional Arrangements	N/A	N/A	<ul style="list-style-type: none"> Transitional provisions that apply upon adoption of the new Constitution - existing members remain members, existing directors remain the directors, existing policies/by-laws become the policies 	
N/A	N/A	23	Confidentiality	<ul style="list-style-type: none"> No equivalent clause in new Constitution Directors already covered by this obligation under statutory and fiduciary obligations 	

Reference - New Constitution		Reference - Existing Constitution		Summary of material changes	NNSW Rationale
				<ul style="list-style-type: none"> Existing restriction likely legally invalid to the extent it purports to apply to members 	

Netball NSW
September 2025

ANNEXURE A COMPARISON OF EXISTING AND NEW OBJECTS

New objects (clause 3)

The Objects of Netball NSW shall be to:

- (a) *conduct, encourage, promote, advance, control and manage all levels of Netball in New South Wales interdependently with Members and others through a uniform entity;*
- (b) *support and promote the objects of NA as outlined in the NA Constitution to the extent they relate to New South Wales;*
- (c) *lead and support the Netball community in New South Wales to grow and thrive;*
- (d) *adopt, formulate, issue, interpret and amend policies, rules and regulations for the control and conduct of Netball in New South Wales in keeping with the terms of this Constitution, as amended from time to time;*
- (e) *encourage the provision and development of appropriate facilities for participation in Netball;*
- (f) *maintain and enhance standards, quality and reputation of Netball for the collective and mutual benefit and interests of members and Netball;*
- (g) *take a proactive approach to mitigating integrity threats to Netball in New South Wales and creating a safe and fair environment for Members at all levels of Netball;*

- (h) use and promote the Intellectual Property;*
- (i) promote Netball for commercial, government and public recognition and benefits;*
- (j) select, prepare and enter New South Wales teams in national competitions;*
- (k) promote, control, manage and conduct Netball events, games, tournaments, championships and series;*
- (l) encourage and promote widespread participation in Netball to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration;*
- (m) have regard to the public interest in its operations; and*
- (n) undertake other actions or activities necessary, incidental or conducive to advance these Objects.*

Existing objects (clause 3.1)

Objects of the Company

- (a) To support and promote the objectives of Netball Australia as set out in that organisation's constitution to the extent that such obligations relate to New South Wales and having regard to the Act.*
- (b) To create a uniform entity through and by which Netball in New South Wales can be encouraged, conducted, promoted and administered and to be the governing body of Netball in New South Wales.*
- (c) To act for its Members in all matters pertaining to Netball.*
- (d) To promote the economic and sporting success, strength and stability of the Company and each Affiliate Member.*
- (e) To use and protect its Intellectual Property.*
- (f) To strive for and maintain government, commercial and public recognition of the Company as the authority for Netball in New South Wales.*
- (g) To have regard to the public interest in its operation.*
- (h) To encourage and promote performance-enhancing drug free Netball competition.*

- (i) To act for its Members on all matters pertaining to the conduct of Netball in New South Wales, including all disciplinary, tribunal, appeal and grading matters, in accordance with all relevant policies of the Company.*
- (j) To pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects of the Company.*
- (k) To foster, regulate, organise, conduct and manage Netball tournaments, competitions, events, displays and other activities within New South Wales in conjunction with Members, as considered appropriate by the Directors.*
- (l) To select and manage Netball teams to represent New South Wales in matches against teams representing other states and territories of Australia and countries outside Australia.*
- (m) To establish and conduct education and training programs in the implementation and interpretation of Netball rules, standards, guidelines and procedures.*
- (n) To implement appropriate and relevant policies relating to issues to be addressed in Netball from time to time.*
- (o) To review and adopt rules pertaining to the conduct of championships and competitions organised and conducted by the Company, including procedures relating to the grading of entries received by the closing date of such competitions as annually conducted.*
- (p) To give, and where appropriate, seek recognition for athletes, officials and other individuals participating in Netball in any capacity to obtain awards or public recognition.*
- (q) To apply the property and capacity of the Company towards the fulfilment and achievement of these Objects.*
- (r) To do all such other things as are incidental or conducive to the attainment of the Objects of the Company.*

END

Annexure E – Proposed Constitution Frequently Asked Questions

Why is the constitution being proposed again in an unchanged format?

The Constitution put to the membership in November 2025, and again for the March 2026 Council Meeting has been thoroughly considered and consulted upon as part of a comprehensive review of all Netball NSW governance documents (including policies). The decision to propose the changes in an unchanged format is based on the Boards view that the changes represent best practice modern governance and are designed to achieve continuous governance improvement, with an increased focus on accountability and transparency.

Why are Netball NSW Directors unable to hold an Official Position within an Association?

At the November Council Meeting, the Board was asked to consider the current prohibition for Netball NSW Directors to hold an Official Position within an Association.

Members will see that the Proposed Constitution outlines at clause 14.2 (b) that Netball NSW directors are prohibited from holding an official position with any member of Netball NSW. "official position" would capture directors/committee members/officers and employees of associations, or those who have a direct or indirect material ownership or financial interest in a Netball NSW member.

This has been retained in the Proposed Constitution as it represents best practice, such that the Australian Sports Governance Principles and Standards require that all directors be "Independent", which is defined to preclude any direct links, perceived or real, to any official position within the organisation (ie. Netball NSW) or its directly related member bodies. This position is now industry standard for National Sports Organisations and becoming common for State Sporting Organisations, particularly larger organisations (industry standard) or where they have undergone governance change or adopted a new constitution.

This provision has been within the Netball NSW Constitution since November 2020.

Why should Directors come off the Board for three-years at the end of their maximum tenure?

This has been included in the Proposed Constitution as it represents best practice, such that the [Australian Sports Commissions Sport Governance Standards](#) require that a director who has completed the maximum tenure on the board should not be eligible to stand as a director for that organisation for a period of at least three years (ie. one full term).

This is to ensure that the board is a diverse group of people who collectively provide different perspectives and experience to facilitate refreshed perspectives. The primary benefit of this is that the Board is able to make better decisions because it contains a mix of directors who can balance institutional knowledge with fresh perspectives leading to more robust debate informed by diverse and new perspectives.

This cooling-off period being equal to a full term is common practice among leading sporting organisations, including Netball Australia, Football NSW, Swimming NSW, Tennis NSW, Hockey Australia, Basketball NSW, and Gymnastics NSW.

What are the main changes being proposed?

The most significant changes in the Proposed Constitution include the below;

- Change of company name from The New South Wales Netball Association Limited to Netball NSW Ltd.

- Introduction of new obligations applicable to Associations, covering:
 - behaviour (act in good faith, in the interests of netball)
 - operations (align objects with NNSW, provide annual reports if requested by NNSW, register all individual members, maintain a database of individual members)
 - governance (advise NNSW of operational/administrative difficulties, cooperate to address issues, allow appointment of administrator if needed)
 - constitution (best endeavours to align with NNSW Constitution)
- Associations and Individual Members must renew annually (or otherwise) in accordance with the prescribed process, failing which their membership automatically ceases.
- Voting members only required to approve an increase in the annual membership fees. Failure to pass the resolution means the existing fees continue to apply.
- Directors who reach maximum consecutive term (nine years) are ineligible for election/appointment as a director for three years (currently only one year).

Will these changes affect Associations responsibilities?

The Proposed Constitution creates a range of obligations applicable to Associations covering behaviour, operations, and governance. Some of these have previously existed in the current Netball NSW Constitution and policy documents, however these provisions create increased and enforceable accountability mechanisms to manage issues that are long-standing and are detrimental to the reputation and/or experience of netball in NSW.

These amendments are designed to appropriately manage significant and systemic administration issues that have been occurring over a prolonged period of time. These provisions are intended to only be exercised in circumstances where repeated attempts to repair and resolve the situation have been unsuccessful and are creating a significant risk to the broader reputation of netball in NSW.

Revised drafting of what is currently the Affiliation and Membership Policy will outline the stages and stepped, almost 'performance management' like process which will ensure there are opportunities for the relevant association to rectify such behaviour with the support of Netball NSW prior to any formal action being taken. This revised policy drafting will create clear thresholds and safeguards under which Netball NSW has the ability to act, with a view to only enacting these provisions in exceptional and extraordinary circumstances.

Are there any changes to governance structures or decision-making processes?

Yes, there are some changes to decision making processes which are intended to create administrative efficiencies. For example, if the Proposed Constitution is endorsed – Voting Members will only be asked to vote on increases to annual association and membership fees – rather than being asked to vote year-on-year. This means that if there is no proposed increase to either the association or membership fees, Voting Members will not be asked to vote. Members were supportive of this as part of consultation.

The other key change related to decision making processes is that Directors on the Board will no longer have a vote at general meetings if the Proposed Constitution is endorsed. This is because Directors have their opportunity to debate and vote on a motion in the Boardroom before a notice of motion comes to members at a general meeting. Netball NSW is making this proposed change because we feel that this gives the Directors their opportunity to have input, and that when they have done so, the final decision should ultimately sit with the membership – being the Voting Delegates of Association and the Netball

NSW Life Members. This proposed change means that the Board put forward a motion to members collectively and with one united voice.

Are there any changes to how associations become or remain members?

Yes, there are some terminology and process related changes that relate to associations. These are summarised as below;

- Associations will no longer be known as 'Affiliate Members' or 'Affiliates' and instead will be referred to throughout the Constitution as 'Associations'. This is consistent with how these organisations are referred to in practice.
- The process of submitting annual 'Affiliation Forms' each year will now be formalised under clause 7.7 of the Proposed Constitution. In practice, the process of 'renewing membership' will remain largely the same as has taken place in previous years (for example through the online form) – however if an association does not renew their membership, it will automatically cease. This change in terminology has arisen out of learnings from Ipswich Netball Association Incorporated v Netball Queensland Limited [2021] QSC 349, where the assumption that membership was ongoing was tested.
- The process for applying for admission to membership is outlined in clause 7.2 of the Proposed Constitution. There are no proposed changes to the process (as currently outlined in clause 9.3 of the current [Netball NSW Constitution](#)), noting that this will appropriately sit within a revised policy document (similar to the current Affiliation and Membership Policy) going forward.

Do the revisions affect association or life member voting rights or procedures?

No, there is no proposed change to the way in which associations or life members vote.

Are there any transitional provisions that will need to be implemented?

Yes, there are transitional provisions in clause 32 of the Proposed Constitution that will apply upon adoption which state that existing members remain members, existing directors remain the directors, and existing policies/by-laws become the policies.

Will Associations be expected to make changes to their Constitution?

If the Proposed Constitution is adopted, Netball NSW will look to update the Association Constitution Template to align it (where applicable) for Associations – noting that some of the changes proposed relate to State Sporting Organisations business only and will not be incorporated into this template (for example provisions related to Director term and tenure).

Clause 7.5 of the Proposed Constitution states that Associations will;

- Take all reasonable steps necessary to ensure its constitution (and any amendments aligns with the Proposed Constitution; and
- Take reasonable steps to address any inconsistencies with the Netball NSW Constitution.

Netball NSW recognises that any constitutional change takes time and will require consultation and support from membership. Netball NSW will support associations with any changes they wish to make to their own constitutions through both the Association Constitution Template, and our Beyond the Court Toolkit to ensure that all associations have the opportunity to undertake governance reviews as required.

Have any sections been removed? If so, why?

Yes, clause 23 of the existing Netball NSW has been removed. This clause related to confidentiality and there is no equivalent clause in new Constitution. This is because Directors are already covered by this obligation under statutory and fiduciary obligations. In any event, the existing restriction is likely legally invalid to the extent it purports to apply to members.

There are a small number of other process related details – including provisions related to dates and specific powers of the Board – that will sit within policy documents rather than the Constitution to create flexibility as required.

Have the proposed changes been reviewed by legal counsel?

Yes, Netball NSW has been instructing and consulting with legal firm Lander & Rogers throughout the GDR project. Lander & Rogers have supported the Board of Directors, the Governance Committee, and the Management team with advice, clarifications, and drafting support. Lander & Rogers have extensive experience in sports law practice – from grassroots to elite - and were able to apply this experience to Netball NSW to give us a clear picture of current legal standards, as well as industry best practice.

Do these changes comply with relevant legislation and regulatory requirements?

Yes, Netball NSW has worked with Lander & Rogers to ensure that all provisions of the Proposed Constitution are legally compliant. This has resulted in the removal of certain provisions (for example the requirement to maintain a minimum number of members) which are no longer legally required.

When will members vote on the proposed constitution?

Voting Delegates will be asked to vote on the Proposed Constitution at the Netball NSW Council Meeting on 21 March 2026. This Council Meeting will be held in hybrid-format at Netball Central, and online through Microsoft Teams.

What majority is required to pass the constitutional changes?

In accordance with clause 8.2 of the current [Netball NSW Constitution](#), no amendment will be made to the Constitution unless it is approved by special resolution requiring the amendment to be approved by at least 75% of the votes cast at a Council Meeting.

Who is eligible to vote on this motion?

In accordance with the current [Netball NSW Constitution](#), Voting Members are the Affiliate Members, Directors and Life Members.

Affiliate Members (associations) can be represented by up to two Delegates appointed by them in accordance with clause 12.1. Each Delegate of an Affiliate Member has one vote on behalf of that Affiliate Member provided they have been appointed in accordance with this Constitution and are present at the relevant meeting (in person, by proxy or as otherwise allowed by this Constitution or a relevant Company policy).

All other Voting Members present (i.e. Directors and Life Members) will have one vote each.

If a Director is also a Life Member, that Director may only exercise one vote. If a Delegate of an Affiliate Member is also a Life Member and/or Director, that Delegate may only exercise a vote on behalf of the Affiliate Member.

How can Voting Delegates cast their vote?

At the relevant section of the Council Meeting, nominated Voting Delegates will be emailed an electronic voting link through the Election Runner platform. This voting link will be emailed to the email address which they RSVP'd to the meeting with. Delegates will be asked to confirm their email address upon signing-in to the meeting.

When Delegates click on the link, they will be directed to a voting screen and asked to vote 'For' or 'Against' the Proposed Constitution. Delegates will also have the option to 'Abstain' if they choose to do so.

I cannot attend the Council Meeting; can I still vote?

As per clause 12.3 of the Netball NSW Constitution, delegates of Affiliate Members and other Voting Members may appoint a proxy to attend and vote at the Members' Meeting on their behalf.

The document appointing a proxy must:

- Be in writing;
- Include the name and address of the proxy;
- Be signed on behalf of the Delegate of the Affiliate Member, or other Voting Member appointing the proxy;
- Be received by the Company Secretary, Stuart Corbishley either at Netball Central, 2 Olympic Boulevard, Sydney Olympic Park, NSW, 2127 or by email to policy@netballnsw.com by **5:00pm on Thursday 19 March 2026**; and
- State the name of the Company, and the Members Meeting(s) at which the appointment will be used.

No substitution of proxies may occur during the course of the Members' Meeting.

Where can members review the proposed constitution?

The Proposed Constitution is included at **Annexure C** of these papers.

Is there a comparison document showing current vs. proposed text?

Yes, Netball NSW have prepared a gap analysis/comparison table that can be found at **Annexure D** of these papers. This comparison table tracks the clause reference in the Proposed Constitution, against the clause reference in the current Netball NSW Constitution. This comparison table also provides a summary and some additional rationale on each of the proposed changes.

How can members ask questions or raise concerns about the proposals?

Members are encouraged to ask questions on the Proposed Constitution ahead of Council Meeting to support their decision making around how to vote. Members can do this by contacting one of the below contacts;

Sallianne Faulkner
Chairperson
sfaulkner@netballnsw.com

Lucy Sayers
General Manager – Governance, Integrity & Special Projects
lsayers@netballnsw.com

Will any Netball NSW policies need to be updated to align with the new constitution?

Yes, in the event that the Proposed Constitution is endorsed and adopted in-full by members at the November Council meeting, Netball NSW will immediately undertake updates to the following documents to reflect constitutional changes;

- Netball NSW Affiliation and Membership Policy
- Netball NSW Election and Voting Policy
- Netball NSW Directors Handbook
- Association Constitution Template

There will be a small number of additional changes required across all policy documents to ensure that definitions and constitutional clause references are aligned.



netball
NEW SOUTH WALES

