



North Perth Dynamites Netball Club Inc.

Constitution

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North Perth Dynamites Netball Club Inc. Constitution

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Authorised by: (North Perth Dynamites Netball Club Management Committee)	
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Constitution of North Perth Dynamites Netball Club Inc.

The name of the Club is:

North Perth Dynamites Netball Club Inc.

The objects of the Club are:

- a) To establish and operate a netball club in North Perth and surrounding suburbs;**
- b) To promote, develop, encourage and manage the game of netball;**
- c) To abide by the official rules of the International Netball Federation and the interpretation thereof as determined by the International Netball Federation and /or Netball Australia;**
- d) To affiliate with PNA;**
- e) To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects;**
- f) To undertake any other activities not inconsistent with the above objects to enhance, promote or protect the interests of the Club.**
- g) To secure such services, partnerships or to do such other things as are necessary to carry out the objects of the Club.**

Any 6 members personally present (being members entitled to vote under these rules at a General meeting) will constitute a quorum for the conduct of business at a General meeting.

The quorum for a Management Committee meeting is a majority (more than 50%) of the Management Committee members.

The Club's financial year will be the period of 12 months commencing on October 1 and ending on September 30 of each year.

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Preliminary

1. Name of the Club

- 1.1 The name of the Club is North Perth Dynamites Netball Club Inc. (the **Club**).

2. Definitions

- 2.1 In these rules, unless a contrary intention appears:

- **Act** means the Associations Incorporation Act 2015 (WA) and includes all statutory amendments and re-enactments of that Act for the time being in force;
- **Annual General Meeting** (AGM) means the meeting convened under **rule 14**;
- **Associate Member** means a person who is a member of the Club as defined in **rule 8**;
- **Club** means the incorporated Association to which these rules apply, referred to in **rule 1**;
- **Management Committee** means the Management Committee of the Club referred to in **rule 29**;
- **Committee Meeting** means a meeting of the Management Committee or Sub-Committee;
- **Management Committee member** means a member of the Management Committee;
- **Books, of the Club**, includes the following:
 - a register;
 - financial records, financial statements, or financial reports, however compiled, recorded or stored;
 - Minutes;
 - a document; and
 - any other record of information;
- **Chairperson** means the person presiding at the Management Committee meeting or General meeting;
- **Committee Member** means a member of the Management Committee or a Sub-Committee.
- **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- **Convene** means to call together for a formal meeting;
- **Vice President** means the Vice President of the Management Committee;
- **Financial** records includes:
 - invoices, receipts, orders for the payment of money, bills of exchange and vouchers;
 - documents of prime entry; and
 - working papers and other documents needed to explain:
 - the methods by which financial statements are prepared; and
 - adjustments to be made in preparing financial statements;
- **Financial statements** means the financial statements in relation to the Club required under Part 5 Division 3 of the Act;
- **Financial year**, of the Club, has the meaning given in **rule 3**;
- **General meeting**, of the Club, means a meeting of the Club that all members are entitled to receive notice of and to attend;
- **Member** means a person who is a member of the Club as defined in **rule 8**;
- **PNA** is defined as the Perth Netball Association Inc.
- **Proxy Vote** is defined as a vote from a member who is unable to attend the General meeting;
- **Register of members** means the register of members referred to in section 53 of the Act and **rules 8.3 to 8.9**;
- **Rules** means these rules of the Club, as in force for the time being;

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- **Secretary** means the Member elected to this office as the secretary of the Management Committee;
- **Special General meeting** means a General meeting of the Club other than the Annual General meeting or General meeting;
- **Special resolution** means a resolution passed by the members at a General meeting in accordance with section 51 of the Act;

2.2 Where applicable in this Constitution:

- Words importing the singular include the plural and vice versa;
- Headings are for convenience only and do not affect the interpretation of this Constitution;
- Words importing a gender include any gender;
- Other parts of speech and grammatical form of a word or phrase defined in this Constitution have a corresponding meaning;
- An expression importing a natural person includes any company, partnership, joint venture, Club, corporation or other body corporate and any Governmental authority or agency;
- A reference to anything includes a part of that thing;
- A reference to a rule or sub-rule is a reference to a rule or sub-rule of this Constitution; and
- A reference to a statute, regulations, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute.

3. The Club's financial year

- 3.1 The Club's financial year is the period of 12 months commencing on October 1 and ending on 30 September of each year, unless the Management Committee pass a resolution to change the financial year.

Purposes, Objects and Powers

4. Purpose

- 4.1 The purpose of the Club shall be to:
- (a) Promote an environment that fosters good fellowship and morale amongst members of the Club and the Netball Community.
 - (b) Participate with other Clubs in local and state competitions.

5. Objects of the Club

- 5.1 To establish and operate a netball club in North Perth and surrounding suburbs;
- 5.2 To promote, develop, encourage and manage the game of netball;
- 5.3 To abide by the official rules of the International Netball Federation and the interpretation thereof as determined by the International Netball Federation and /or Netball Australia;
- 5.4 To affiliate with the PNA;
- 5.5 To do all things that may be necessary, conducive or incidental to the extension or implementation of the stated objects;
- 5.6 To undertake any other activities not inconsistent with the above objects to enhance, promote or protect the interests of the Club.
- 5.7 To secure such services, partnerships or to do such other things as are necessary to carry out the objects of the Club.

6. Powers

- 6.1 The Club may do all things necessary or convenient for carrying out its purposes, and in particular may:
- (a) Acquire, purchase, receive, take up, hold, sell, exchange, lease, take or grant options over or otherwise deal with land and buildings of any tenure or descriptions and chattels of every kind and description for purposes that the Club in its absolute discretion considers appropriate;
 - (b) Open and operate bank accounts;
 - (c) Invest its money:
 - (i) In any security in which trust monies may lawfully be invested; or
 - (ii) In any other manner authorised by the rules of the Club;
 - (d) Raise, borrow, advance or lend money in any manner it considers appropriate with or without security on terms and conditions it deems suitable. It may secure repayment for borrowed funds and any interest by placing mortgage or charge over some or all of the Club's investments or assets or by providing any other form of security or acknowledgement. Any money borrowed may be used for any purpose for which the Club's funds and assets may be applied or re invested under these rules;
 - (e) Undertake fundraising activities of whatever description and accept gifts of every kind and description and whether subject to any trust or limitation or for any special purpose including donations made to or collected or received by others on its behalf and acknowledge all those gifts;
 - (f) Insure any insurable property of the Club;
 - (g) Employ, engage or hire persons, firms and bodies corporate for any purpose and pay and remunerate and dismiss and terminate such persons, firms and bodies corporate;
 - (h) Institute and defend proceedings at law to the final determination thereof;

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- (i) Compromise and settle all matters arising in relation to the Club or with which it is concerned;
- (j) Enter into possession and continue in possession of the whole or any part of the assets of the Club and manage and/or superintend the management of the same and generally, exercise all powers and authorities and discretions as the Club may lawfully exercise;
- (k) Transact any business or do any act required to be done in connection with the administration of the assets of the Club including the receipt of payment of money;
- (l) Exercise or concur in exercising in any manner as the Club determines the voting and other rights attaching to any securities for the time being held by the Club;
- (m) Permit any assets of the Club to be held or registered in the name of any nominee or trustee and deposit securities, deeds and other documents belonging to the Club with any bank whether as security or for safe keeping;
- (n) Enter into any other contract it considers necessary or desirable;
- (o) Affiliate and associate with other Clubs having the same or similar objects as the Club; and
- (p) Generally, do all lawful acts and things as are incidental or conducive to the attainment of the purposes of the Club.

7. Not-for-profit

- 7.1 The Club must not distribute any income or assets directly or indirectly to its members, except as provided in **rules 7.2 and 39**.
- 7.2 **Rule 7.1** does not stop the Club from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates; or
 - (b) making a payment to a member in carrying out the Club's purposes as set out in **rule 4** and objects as set out in **rule 5**.

Members

8. Membership and register of members.

- 8.1 The persons eligible to join the Club:
- (a) Is over the age of 18;
 - (b) Is:
 - (i) A Parent/guardian of a Playing member (< 18), or
 - (ii) Coach, Umpire, Volunteer (appointed by the Club) or
 - (iii) Any other person that the Management Committee allows to be a member in accordance with this constitution.
 - (iv) Any other person that the Management Committee allows to be an Associate member, in accordance with this constitution.
 - (c) Pays the relevant membership subscription.
- 8.2 Membership Levels
- (a) **Playing Member over 18 (Senior)**, has voting rights.
 - (b) One parent/guardian of a **Playing Member under 18** is entitled to membership and one vote.
 - (c)
 - (d) **Member** any person accepted under **rule 8.1(b)(iii)**, has voting rights
 - (e) **Associate Member**, any other person accepted under **rule 8.1(b)(iv)**, has no voting rights.
 - (f) **Life Members** being those members admitted under **rule 8.3** has voting rights.
- 8.3 Life Membership
- (a) The Management Committee may appoint any natural person as a Life Member.
 - (b) The criteria to be satisfied for the awarding of Life Membership and the process for nomination and appointment shall be contained within the Club's By-laws.
 - (c) At the time of adoption of this Constitution, the Life Members of the Club shall be those persons currently recognised by the Club as Life Members (if any).
- 8.4 The Committee may create additional classes of membership with certain rights and obligations subject to any additional class of membership that has voting rights being approved by resolution at a General meeting of the Club.
- 8.5 The Club must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) Name;
 - (b) Membership Level
 - (c) Parent if applicable
 - (d) Address;
 - (e) Any alternative address nominated by the member for the service of notices;
 - (f) Email address; and
 - (g) Date the member was entered on to the register.
- 8.6 Subject to any rule of the Club, on the request of a member of the Club, the Club must make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but will have no right to remove the register for that purpose.
- 8.7 A member who wishes to inspect the register of members must satisfy the Management Committee by statutory declaration or otherwise that the purpose of the inspection is directly connected with the affairs of the Club.
- 8.8 The register must be kept and maintained at the main office of the Club, or at such other place as the members at a General Meeting decide.

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- 8.9 The Secretary must cause the name of a person who ceases to be a member under **rule 10** to be deleted from the register of members in accordance with the Act.

9. The Management Committee decide whether to approve membership.

- 9.1 The Management Committee must consider an application for membership within a reasonable time after the Secretary receives the application.
- 9.2 If the Management Committee approve an application, the Secretary must as soon as possible:
- (a) Enter the new member on the register of members, and
 - (b) Write to the applicant to tell them that their application was approved, and the date that their membership started.
- 9.3 If the Management Committee reject an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give a reason.

10. When a person stops being a member

- 10.1 A person immediately stops being a member if they:
- (a) Die;
 - (b) Resign, by writing to the secretary;
 - (c) Are expelled under **rule 56**;

11. Subscriptions of Members of the Club

- 11.1 Membership subscription is an annual fee.
- 11.2 The Management Committee shall determine the amount of the subscription to be paid by each level of membership prior to the Annual General Meeting and shall put this to the Annual General Meeting of the Club, for approval by the members.
- 11.3 From time to time, the Secretary may send an invoice to a member for any outstanding subscription amount. However, it is every member's duty to ensure that they have not fallen behind in paying their membership subscriptions.
- 11.4 Any member who is deemed unfinancial shall be deemed to have forfeited entitlement to membership.
- 11.5 Where the Management Committee deems it appropriate to forfeit membership of an unfinancial member, that member's name shall be removed from the register of members.
- 11.6 The Management Committee will endeavour to collect any outstanding membership subscriptions due to the Club from a member ceasing membership of the Club.
- 11.7 Upon a member ceasing membership of the Club, they will return any property that belongs to the Club, including their membership card upon expiry of all annual membership privileges.
- 11.8 A person is entitled to exercise all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid up to date.

General meetings of members

12. General meetings called by the Management Committee

- 12.1 The Management Committee may convene a General meeting at any time.
- 12.2 If at least 20% of members that may cast a vote at a General meeting make a written request to the Club for a Special General meeting to be held, the Management Committee must:
 - (a) Within twenty-one (21) days of the members' request, give all members notice of a Special General meeting, and
 - (b) Hold the Special General meeting within sixty (60) days of the members' request.
- 12.3 The percentage of members required under **Rule 12.2** is to be determined as at midnight before the request is made.
- 12.4 The members who make the request for a Special General meeting must:
 - (a) State in the request any resolution to be proposed at the meeting and the intention to propose the resolution as a special resolution.
 - (b) Sign the request, and
 - (c) Give the request to the Club.
- 12.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

13. General meetings called by members

- 13.1 If the Management Committee does not call the meeting within twenty-one (21) days of being requested under **rule 12.2**, 50% or more of the members who made the request may call and arrange to hold a General meeting.
- 13.2 To call and hold a General meeting under **rule 13.1**, the members must:
 - (a) As far as possible, follow the procedures for General meetings set out in this constitution;
 - (b) Call the meeting using the list of members on the Club's member register, which the Club must provide to the members making the request at no cost, and
 - (c) Hold the General meeting within three months after the request was given to the Management Committee.
- 13.3 The Club must pay the members who request the General meeting any reasonable expenses they incur because the Management Committee did not call and hold the meeting.

14. Annual General Meeting

- 14.1 A General meeting, called the Annual General meeting, must be held:
 - (a) Within 18 months after registration of the Club; or
 - (b) Within the time limits provided for the holding of such meetings by the Act, that is, in every calendar year within six (6) months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner.
- 14.2 Even if these items are not set out in the notice of meeting, the business of an Annual General meeting may include:
 - (a) A review of the Club's activities
 - (b) A review of the Club's finances
 - (c) A review of the Membership Fees
 - (d) The election of Management Committee Members, and
 - (e) The appointment and payment of auditors, if any.

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- 14.3 Before or at the Annual General meeting, the Management Committee must give information to the members on the Club's activities and finances during the period since the last Annual General meeting.
- 14.4 The Chairperson of the Annual General meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Club.

15. Notice of General meetings

- 15.1 Notice of a General meeting must be given to:
 - (a) Each member entitled to vote at the meeting; and
 - (b) Each Committee Member.
- 15.2 Notice of a General meeting must be provided in writing at least fourteen (14) days before the meeting.
- 15.3 Notice of a General meeting must include:
 - (a) The place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) The general nature of the meeting's business;
 - (c) If applicable, that a special resolution is to be proposed and the words of the proposed resolution;
 - (d) A statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) The proxy form must be delivered to the Club at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - (ii) The proxy form must be delivered to the Club at least 48 hours before the meeting.
- 15.4 If a General meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

16. Quorum at General meetings

- 16.1 For a General meeting to be held, at least 6 members (a quorum) must be present (in person) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 16.2 No business may be conducted at a General meeting if a quorum is not present.
- 16.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General meeting, the General meeting is adjourned to the date, time, and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (a) If the date is not specified – the same day in the next week
 - (b) If the time is not specified – the same time, and
 - (c) If the place is not specified – the same place.
- 16.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

17. Using technology to hold meetings

- 17.1 The Club may hold a General meeting at two or more venues using any technology that gives the members, a reasonable opportunity to participate, including to hear and be heard.
- 17.2 Anyone using this technology is taken to be present in person at the meeting.

18. Role of the Chairperson

- 18.1 The Chairperson is responsible for the conduct of the General meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions.
- 18.2 The Chairperson does not have a casting vote.

19. Adjournment of meetings

- 19.1 If a quorum is present, a General meeting must be adjourned if a majority of members present direct the Chairperson to adjourn it.
- 19.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

20. Members' resolutions and statements

- 20.1 If at least 20% of members able to vote on a resolution may give:
 - (a) Written notice to the Club of a resolution they propose to move at a General meeting (members' resolution), and/or
 - (b) A written request to the Club that the Club give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General meeting (members' statement).
- 20.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 20.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 20.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 20.5 The percentage of votes that members have (as described in **rule 20.1**) is to be worked out as at midnight before the request or notice is given to the Club.
- 20.6 If the Club has been given notice of a members' resolution under **rule 20.1(a)**, the resolution must be considered at the next General meeting held not more than two months after the notice is given.
- 20.7 This rule does not limit any other right that a member has to propose a resolution at a General meeting.

21. The Club must give notice of a proposed resolution

21.1 If the Club has been given a notice or request under **rule 20**:

- (a) In time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Club's cost, or
- (b) Too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Club in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a General meeting, the members may pass a resolution that the Club will pay these expenses.

21.2 The Club does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:

- (a) It is more than 1 000 words long
- (b) The Management Committee consider it may be defamatory
- (c) **Rule 21.1(b)** applies, and the members who proposed the resolution or made the request have not paid the Club enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) In the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General meeting or is otherwise not a valid resolution able to be put to the members.

Voting at General meetings

22. How many votes a member has

22.1 Each member has one vote.

23. Challenge to member's right to vote

23.1 A member or the Chairperson may only challenge a person's right to vote at a General meeting at that meeting.

23.2 If a challenge is made under **rule 23.1**, the Chairperson must decide whether or not the person may vote. The Chairperson's decision is final.

24. How voting is carried out

24.1 Voting must be conducted and decided by:

- (a) A show of hands;
- (b) A vote in writing; or
- (c) Another method chosen by the Chairperson that is fair and reasonable in the circumstances.

24.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

24.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.

24.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

25. When and how a vote in writing must be held

- 25.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) At least six members present;
 - (b) Members present with at least 25% of the votes that may be passed on the resolution on the vote in writing, or
 - (c) The Chairperson.
- 25.2 A vote in writing must be taken when and how the Chairperson directs, unless **rule 25.3** applies.
- 25.3 A vote in writing must be held immediately if it is demanded under **rule 25.1**:
- (a) For the election of a Chairperson under **rule 28.2**, or
 - (b) To decide whether to adjourn the meeting.
- 25.4 A demand for a vote in writing may be withdrawn.

26. Appointment of proxy

- 26.1 A member may appoint a proxy to attend and vote at a General meeting on their behalf.
- 26.2 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) The member's name and address
 - (b) The Club's name
 - (c) The proxy's name or the name of the office held by the proxy, and
 - (d) The meeting(s) at which the appointment may be used.
- 26.3 A proxy appointment may be standing (ongoing).
- 26.4 Proxy forms must be received by the Club at the address stated in the notice under **rule 15.3** or at the Club's registered address at least 48 hours before a meeting.
- 26.5 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 26.6 Unless the Club receives written notice before the start or resumption of a General meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) Dies;
 - (b) Is mentally incapacitated;
 - (c) Revokes the proxy's appointment; or
 - (d) Revokes the authority of an agent who appointed the proxy.
- 26.7 A proxy appointment may specify the way the proxy must vote on a particular resolution.

27. Voting by proxy

- 27.1 When a vote in writing is held, a proxy:
- (a) Does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) If the way they must vote is specified on the proxy form, must vote that way; and
 - (c) If the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

28. Meetings Chairperson

- 28.1 The President is entitled to preside at all General meetings and Management Committee meetings.
- 28.2 In the event of the absence from a General meeting of:
 - (a) The President, the Vice President; or
 - (b) Both the President and the Vice President, a member elected by the other members present at the General meeting, must preside at the General meeting.
- 28.3 In the event of the absence from a Management Committee meeting of:
 - (a) the President, the Vice President; or
 - (b) both the President and the Vice President, a Management Committee member elected by the other Management Committee members present at the Management Committee meeting, must preside at the Management Committee meeting.
- 28.4 If the Chairperson is:
 - (a) Not present within 30 minutes after the starting time set for the meeting; or
 - (b) Present but does not want to act as Chairperson of the meeting.
 - (i) If a General meeting, the members may choose a member to be the Chairperson for that meeting; or
 - (ii) If a Management Committee meeting, the Management Committee Members may choose a Management Committee Member to be the Chairperson for that meeting.

Management Committee

29. Management Committee

- 29.1 Subject to **rule 37** the affairs of the Club will be managed exclusively by the Management Committee, comprising not less than six (6) persons nor more than twelve (12) persons.
- 29.2 Each Management Committee member must:
 - (a) Be eligible to be a Management Committee member under the Act; and
 - (b) Be a voting member of the Club.

30. Election and appointment of Management Committee Members

- 30.1 Apart from the Management Committee Members appointed under **rule 30.4**, the members may elect a Management Committee Member by a resolution passed in a General meeting.
- 30.2 Each of the Management Committee Members must be appointed by a separate resolution, unless:
 - (a) The members present have first passed a resolution that the appointments may be voted on together, and
 - (b) No votes were cast against that resolution.
- 30.3 A person is eligible for election as a Management Committee Member of the Club if they:
 - (a) Are a member of the Club;
 - (b) Are nominated by two members entitled to vote at a General Meeting;
 - (c) Be eligible to be a Management Committee member under the Act; and
 - (d) Gives the Club their signed consent to act as a Management Committee Member of the Club.

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- 30.4 The Management Committee may appoint a person as a Committee Member to fill a casual vacancy subject to **rule 36** or as an additional Committee Member if that person:
- (a) Is a voting member of the Club;
 - (b) Be eligible to be a Management Committee member under the Act; and
 - (c) Gives the Club their signed consent to act as a Committee Member of the Club.
- 30.5 If the number of Committee Members is reduced to fewer than six or is less than the number required for a quorum, the continuing Committee Members may act for the purpose of increasing the number of Committee Members to six (or higher if required for a quorum) or calling a General meeting, but for no other purpose.

31. Appointment of positions on the Management Committee

- 31.1 At each AGM, all positions on the Management Committee are declared vacant.
- 31.2 The Members must:
- (a) Elect the Club's President;
 - (b) Elect the Club's Vice President;
 - (c) Elect the Club's Secretary;
 - (d) Elect the Club's Treasurer.
 - (e) With another two to eight members based on positions as required for the Club to operate.
- 31.3 If a position remains unfilled at the AGM, the Management Committee will appoint a person to that position at its next Committee Meeting.

Positions of the Management Committee

32. The President:

- 32.1 Is to provide leadership to the Club.
- 32.2 Is to represent the Club on behalf of the Management Committee in the Club's dealings, both with members of the Club and with other organisations and individuals, in relation to all matters authorised by the Management Committee.
- 32.3 To act as Chairperson at all General and Management Committee Meetings of the Club.

33. The Vice-President:

- 33.1 Is to assist the President in the performance of the President's duties.
- 33.2 Is to fulfil the role of President in the absence of the President.
- 33.3 Is to undertake such other duties as are required by the Management Committee.

34. The Secretary:

- 34.1 Is to have custody of all documents and records.
- 34.2 Is to maintain all records and registers of the Club.
- 34.3 Is to receive and send all correspondence on behalf of the Club.
- 34.4 Is to keep minutes of all General meetings, Management Committee meetings and any Sub Committees.
- 34.5 Maintain on behalf of the Club a Working with Children Register;
- 34.6 Is to act upon any proper decision of the Club or the Management Committee.

35. The Treasurer:

- 35.1 Oversee the financial management of the Club;
- 35.2 Have custody of all securities, books and documents of a financial nature and accounting records of the Club;
- 35.3 Ensure that the Act is complied with on behalf of the Club with respect to the accounting records of the Club;
- 35.4 Is responsible for the implementation and maintenance of proper books of account on behalf of the Club, including developing and reviewing policies and procedures;
- 35.5 Is to ensure all transactions relating to Club bank accounts must be accompanied by the signatures of two (2) of the following Management Committee officers, President, Vice President, Treasurer, Secretary;
- 35.6 Ensure that all appropriate financial records are maintained and reported on accordingly;
- 35.7 Subject to the Act, and **rule 39** all payments to Management Committee members out of the funds of the Club must be approved by an ordinary resolution of the Management Committee;
- 35.8 Prepare and present the Income and Expenses Statement and Balance Sheet at the Management Committee meetings;
- 35.9 The books of the Club must be retained for at least 7 years.
- 35.10 Is to present a balance sheet and statements of income and expenditure at the Annual General Meeting of the Club; and
- 35.11 Perform such other duties as are imposed on them by the Management Committee from time to time.

36. When a Committee Member stops being a Committee Member

- 36.1 A Committee Member stops being a Committee Member if they:
 - (a) Give written notice of resignation as a Committee Member to the Secretary;
 - (b) Die;
 - (c) Are removed as a Committee Member by a resolution of the members;
 - (d) Stop being a member of the Club;
 - (e) Is convicted of an offence under the Act;
 - (f) Is permanently incapacitated by mental or physical ill-health;
 - (g) Is absent from more than:
 - (i) Three (3) consecutive Management Committee meetings without having been given prior leave of absence; or
 - (ii) Three (3) Management Committee meetings in the same financial year; and without approval from the Management Committee, where they had received notice of the meetings;
 - (h) Become ineligible to be a Committee Member of the Club under the Act; or
 - (i) The Management Committee may recommend removal of a Committee Member, which must then be confirmed by an ordinary resolution at a General Meeting.
 - (j)

Powers of the Management Committee

37. Powers of the Management Committee

- 37.1 The Management Committee are responsible for managing and directing the activities of the Club to achieve the **purposes set out in rule 4** and **objects in rule 5**.
- 37.2 The Management Committee may use all the powers of the Club except for powers that, under the Act or this constitution, may only be used by members.
- 37.3 The Management Committee must decide on the responsible financial management of the Club including:
 - (a) Any suitable written delegations of power under **rule 38**, and
 - (b) How money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

38. Delegation of the Management Committee's powers

- 38.1 The Management Committee may delegate any of their powers and functions to a sub-committee, as they consider appropriate, other than:
 - (a) The power of delegation; and
 - (b) A function which is a duty imposed on the Management Committee by the Act or another law.
- 38.2 A sub-committee of the Club to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Management Committee.
- 38.3 The provisions of this constitution that apply to meetings and resolutions of the Management Committee apply, so far as they can and with any necessary changes, to meetings and resolutions of a sub-committee.
- 38.4 The President and Treasurer may attend as ex-officio members to any sub-committees set up by the Management Committee.
- 38.5 The delegation must be recorded in the Club's minute book.

39. Payments to Committee Members

- 39.1 The Club must not pay fees to a Committee Member for acting as a Committee Member.
- 39.2 The Club may:
 - (a) Pay a Committee Member reasonable remuneration for professional services or administrative duties performed for the Club that are outside their ordinary duties as a Committee Members ;or
 - (b) Reimburse a Committee Member for expenses properly incurred by the Committee Member in connection with the affairs of the Club.
- 39.3 Any payment made under **rule 39.2** must be approved by the Management Committee.
- 39.4 The Club may pay premiums for insurance indemnifying Committee Members, as allowed for by law (including the Act) and this constitution (**rule 57**).

40. Execution of documents

- 40.1 The Club may execute a document without using a common seal if the document is signed by two (2) members of the Management Committee and must be recorded in the minutes.

Duties of Committee Members

41. Duties of Committee Members

- 41.1 The Committee Members must comply with their duties as Committee Members under legislation and common law (judge-made law), and provide good governance by:
- (a) Exercising their powers and discharging their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee Member of the Club;
 - (b) Acting in good faith in the best interests of the Club and to further the purposes of the Club set out in **rule 4** and objects in **rule 5**;
 - (c) Not misusing their position as a Committee Member;
 - (d) Not misusing information, they gain in their role as a Committee Member;
 - (e) Disclosing any perceived or actual material conflicts of interest in the manner set out in **rule 42**;
 - (f) Ensuring that the financial affairs of the Club are managed responsibly; and
 - (g) Not allowing the Club to operate while it is insolvent.

42. Conflicts of interest

- 42.1 A Committee Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Committee Members:
- (a) To the other Committee Members; or
 - (b) If all of the Committee Members have the same conflict of interest, to the members at the next General meeting, or at an earlier time if reasonable to do so.
- 42.2 The disclosure of a conflict of interest by a Committee Member must be recorded in the minutes of the meeting.
- 42.3 Each Committee Member who has a material personal interest in a matter that is being considered at a meeting of Committee Members (or that is proposed in a circular resolution) must not, except as provided under **rule 42.4**:
- (a) Be present at the meeting while the matter is being discussed; or
 - (b) Vote on the matter.
- 42.4 A Committee Member may still be present and vote if:
- (a) Their interest arises because they are a member of the Club, and the other members have the same interest;
 - (b) Their interest relates to an insurance contract that insures, or would insure, the Committee Member against liabilities that the Committee Member incurs as a Committee Member of the Club (**rule 58**);
 - (c) Their interest relates to a payment by the Club under **rule 57**, or any contract relating to an indemnity that is allowed under the Act;
 - (d) The Committee Members who do not have a material personal interest in the matter pass a resolution that:
 - (i) Identifies the Committee Member, the nature and extent of the Committee Member's interest in the matter and how it relates to the affairs of the Club; and
 - (ii) Says that those Committee Members are satisfied that the interest should not stop the Committee Member from voting or being present.

Management Committee Meetings

43. Management Committee Meetings

- 43.1 The Management Committee must meet together for the dispatch of business not less than six (6) times in each year;
- 43.2 The President, or at least half the members of the Management Committee, may at any time convene a Management Committee meeting, giving reasonable notice to all other Management Committee members.
- 43.3 Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at the Management Committee meeting.

44. Quorum at Management Committee Meetings

- 44.1 Unless the Management Committee determine otherwise, the quorum for a Management Committee meeting is a majority (more than 50%) of the Management Committee members.
- 44.2 A quorum must be present for the whole Management Committee meeting.

45. Using Technology to hold Committee Meetings

- 45.1 The Management Committee or Sub-Committee may hold their meetings by using any technology (such as video or teleconferencing, like Microsoft Teams) that is agreed to by all of the Management Committee members.
- 45.2 The Management Committee or Sub-Committee members agreement may be a standing (ongoing) one.
- 45.3 A Committee Member may only withdraw their consent within a reasonable period before the meeting.

46. Passing Management Committee Resolutions

- 46.1 A Management Committee resolution must be passed by a majority of the votes cast by Management Committee members present and entitled to vote on the resolution.
- 46.2 Each Management Committee member has a deliberative vote.

47. Circular Resolutions of the Management Committee

- 47.1 The Management Committee may pass a circular resolution without a Management Committee meeting being held.

48. Validity of Acts

- 48.1 An act done by a person acting as a committee member at a Management Committee meeting, or a sub-committee attended by a person acting as a Committee Member, is not invalidated merely because of:
 - (a) A defect in the appointment of the person as a Committee Member;
 - (b) The person being disqualified to be a Committee Member or having vacated office; or
 - (c) The person not being entitled to vote.
- 48.2 If that circumstance was not known by the person, the Management Committee or the sub-committee (as applicable) when the act was done.

49. Minutes and records

- 49.1 The Club must, within one month, make and keep the following records:
 - (a) Minutes of proceedings and resolutions of General meetings;
 - (b) A copy of a notice of each General meeting; and
 - (c) A copy of a members' statement distributed to members under **rule 21**.
- 49.2 The Club must, within one month, make and keep the following records:
 - (a) Minutes of proceedings and resolutions of Management Committee meetings (including meetings of any sub-committees); and
 - (b) Minutes of circular resolutions of the Management Committee.
- 49.3 To allow members to inspect the Club's records:
 - (a) The Club must give a member access to the records set out in **rule 49.1**; and
 - (b) The Management Committee may authorise a member to inspect other records of the Club, including records referred to in **rule 49.2**.
- 49.4 The Management Committee must ensure that minutes of a General meeting or a Management Committee meeting are signed within a reasonable time after the meeting by:
 - (a) The Chairperson of the meeting; or
 - (b) The Chairperson of the next meeting.
- 49.5 The Management Committee must ensure that minutes of the passing of a circular resolution of the Management Committee is signed by a Committee Member within a reasonable time after the resolution is passed.

50. Custody of books and securities

- 50.1 Subject to **rule 50.2**, the books and any securities of the Club must be kept in the secretary's custody or under the secretary's control. Records may also be maintained electronically.
- 50.2 The financial records and, as applicable, the financial statements or financial reports of the Club must be kept in the Treasurer's custody or under the Treasurer's control.
- 50.3 **Rules 50.1 and 50.2** have effect except as otherwise decided by the Management Committee.
- 50.4 The books of the Club must be retained for at least 7 years.

Notice

51. What is notice

- 51.1 Anything written to or from the Club under any rule in this constitution is written notice and is subject to **rules 52 to 54**, unless specified otherwise.
- 51.2 **Rules 52 to 54** do not apply to a notice of proxy under **rule 26.4**.

52. Notice to the Club

- 52.1 Written notice or any communication under this constitution may be given to the Club, the Management Committee or the secretary by:
 - (a) Delivering it to the Club's registered office;
 - (b) Posting it to the Club's registered office or to another address chosen by the Club for notice to be provided; or
 - (c) Sending it to an email address or other electronic address notified by the Club to the members as the Club's email address or other electronic address.

53. Notice to members

- 53.1 Written notice or any communication under this constitution may be given to a member:
 - (a) In person;
 - (b) By posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - (c) Sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any) or
 - (d) If agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 53.2 If the Club does not have an address for the member, the Club is not required to give notice in person.

54. When notice is taken to be given

- 54.1 A notice:
 - (a) Delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - (b) Sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
 - (c) Sent by email or other electronic method, is taken to be given on the business day after it is sent; and
 - (d) Given under **rule 53.1** is taken to be given on the business day after the notification that the notice is available is sent.

Dispute resolution & disciplinary procedures

55. Dispute resolution

- 55.1 The dispute resolution procedure in this rule applies to disputes (disagreements) under this constitution between a member or Committee Member and:
- (a) One or more members;
 - (b) One or more Committee Members; or
 - (c) the Club.
- 55.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under **rule 56** until the disciplinary procedure is completed.
- 55.3 Those involved in the dispute must try to resolve it between themselves within fourteen (14) days of knowing about it.
- 55.4 If those involved in the dispute do not resolve it under **rule 55.3**, they must within ten (10) days:
- (a) tell the Management Committee about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 55.5 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree:
 - (i) for disputes between members, a person chosen by the Management Committee; or
 - (ii) for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Club has its registered office.
- 55.6 A mediator chosen by the Management Committee under **rule 55.5(b)(i)**:
- (a) may be a member or former member of the Club;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 55.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.

56. Disciplining members

- 56.1 In accordance with this rule, the Management Committee may resolve to warn, suspend or expel a member from the Club if the Management Committee consider that:
- (a) the member has breached this constitution; or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the Club.
- 56.2 At least fourteen (14) days before the Management Committee meeting at which a resolution under **rule 56.1** will be considered, the secretary must notify the member in writing:
- (a) that the Management Committee are considering a resolution to warn, suspend or expel the member;
 - (b) that this resolution will be considered at a Management Committee meeting and the date of that meeting;
 - (c) what the member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed; and
 - (e) that the member may provide an explanation to the Management Committee, and details of how to do so.
- 56.3 Before the Management Committee pass any resolution under **rule 56.1**, the member must be given a chance to explain or defend themselves by:
- (a) sending the Management Committee, a written explanation before that Management Committee meeting; and/or
 - (b) speaking at the meeting.
- 56.4 After considering any explanation under **rule 56.3**, the Management Committee may:
- (a) take no further action;
 - (b) warn the member;
 - (c) suspend the member's rights as a member for a period of no more than 12 months;
 - (d) expel the member;
 - (e) refer the decision to an unbiased, independent person on conditions that the Management Committee consider appropriate (however, the person can only make a decision that the Management Committee could have made under this rule); or
 - (f) require the matter to be determined at a General meeting.
- 56.5 The Management Committee cannot fine a member.
- 56.6 The secretary must give written notice to the member of the decision under **rule 56.4** as soon as possible.
- 56.7 Disciplinary procedures must be completed as soon as reasonably practical.
- 56.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this rule.

Indemnity, Insurance and Access

57. Indemnity

- 57.1 Subject to **rule 57.2**, the Club indemnifies its officers against any liability incurred in connection with, any claim made or legal proceeding (including any appeal) brought against the officer as a result of or in connection with his appointment, position, acts or omissions as an officer including, but not limited to, any liability arising from a claim or proceeding for breach of any statutory, legal, equitable or other duty or obligation owed to the Club or to any other party in relation to the Club.
- 57.2 The Club shall not indemnify any officer against liability incurred by that officer as a result of conduct adjudged by a Court to be criminal or fraudulent nor unless the Management Committee is satisfied that the officer has acted in good faith. It will not be necessary for the officer to incur expense or make payment before enforcing his or her right of indemnity.
- 57.3 In this **rule 57**:
- (a) "liability" means all liabilities, losses, costs, charges and expenses including, but not limited to, legal costs and expenses in a full indemnity (as between lawyer and own client) basis; and
 - (b) "officer" means each and every member, officer, office bearer, Management Committee member and employee of the Club.

58. Insurance

- 58.1 To the extent permitted by law, the Club may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, an Officer of the Club against a liability:
- (a) Incurred by that person:
 - (i) In his or her capacity as an Officer of the Club;
 - (ii) In the course of acting in connection with the affairs of the Club; or
 - (iii) Otherwise arising out of the person holding office as an Officer of the Club, provided that the liability does not arise out of conduct involving:
 - (iv) A wilful breach of duty in relation to the Club;
 - (b) For costs and expenses incurred by that person in defending proceedings, whatever their outcome.

59. Inspection of Records, etc. of the Club

- 59.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club provided that any such inspection must be carried out in the presence of a Management Committee member or other person authorised by the President. Despite the provisions of this rule, a member may not inspect or access confidential staff and/or client records of the Club.

60. Management Committee members access to documents

- 60.1 A Management Committee member has a right of access to the financial records of the Club at all reasonable times.
- 60.2 If the Management Committee agrees, the Club must give a Management Committee member or former Management Committee member access to:
- (a) Certain documents, including documents provided for or available to the Management Committee, and
 - (b) Any other documents referred to in those documents.

Constitution of the Club

61. Rules are binding

- 61.1 These rules bind every member, the Management Committee and the Club to the same extent as if every member, Management Committee member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

62. By-laws

- 62.1 The Management Committee may, at a committee meeting, make, amend or revoke by-laws.
- 62.2 By-laws may —
- (a) provide for the rights and obligations that apply to any classes of membership approved under rule 8; and
 - (b) provide for any other matter the Committee considers necessary or convenient to be dealt with in the by-laws.
- 62.3 A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- 62.4 Without limiting **rule 62.3**, a by-law made for the purposes of **rule 62.2(b)** may only impose requirements on the Club that are additional to, and do not restrict, a requirement imposed on the Club under Part 5 of the Act.
- 62.5 At the request of a member, the Club must make a copy of the by-laws available for inspection by the member.
- 62.6 Members and Management Committee members must comply with by-laws as if they were part of this constitution.

63. Amending the constitution

- 63.1 The members may amend this constitution in accordance with the procedure set out in the Act.

Winding up

64. Surplus assets not to be distributed to members

- 64.1 If the Club is wound up, any surplus assets must not be distributed to a member or a former member of the Club, unless that member or former member is an organisation as described in **rule 65.1**.

65. Distribution of surplus assets

- 65.1 Subject to the Act and any other applicable Act, and any court order, any surplus assets that remain after the Club is wound up must be distributed to one or more organisations:
- (a) With purposes similar to, or inclusive of, the purposes in **rule 4** and objects in **rule 5**, and
 - (b) Which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Club.
- 65.2 The decision as to the organisation or organisations to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Club may apply to the Supreme Court to make this decision.

----- The End -----