
**MANLY WARRINGAH SAPPHIRES PREMIER LEAGUE NETBALL INC.
CONSTITUTION**

Approved at a Special General Meeting held on 16/8/2018

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1. GENERAL

a) DEFINITIONS

For the purposes of this Constitution,

'Annual Report' means the report provided annually by the Association at the Annual General Meeting.

'Association' means the Manly Warringah Sapphires Premier League Netball Inc.

'Chairperson' means the Business Administrator appointed from within and by the Manly Warringah Sapphires Management Committee in conjunction with clause 4 a) of this Constitution.

'Management Committee' means those members appointed in accordance with clause 4 b) viii) of this Constitution.

'Instrument' means any document pertaining to the governance of the Association and includes, but is not limited to, this Constitution and the associated policies of the Association.

'Member Protection Policy' means the Netball NSW Member Protection Policy.

'Netball NSW' means the controlling body for Netball in New South Wales.

'Public Officer' means the Financial Administrator appointed to that role.

'Registered Member' means any financial member of the Association.

'Senior Member' means a Registered Member who has attained the age of 18 years.

'MWNA' means Manly Warringah Netball Association Inc.

b) INTERPRETATION

i) Where this Constitution conflicts with any other instrument of the Association, this Constitution shall prevail.

ii) Where ambiguity exists between this Constitution and any other instrument of the Association, the natural interpretation of the Constitution shall prevail.

iii) The Management Committee shall hold the power to deal with and adjudicate upon all questions and disputes as to the interpretation of the Constitution, rules and associated policies.

c) TITLE

The name of the Association shall be Manly Warringah Sapphires Premier League Netball Inc.

d) TYPE OF ORGANISATION

The Association is a 'not-for-profit' organisation whose income and property is applied solely towards the promotion of the objects of the Association.

e) COLOURS

The Association's colours will be sapphire blue, navy blue and silver.

f) ASSOCIATION LOCATION

The Association office is located at C/o PO 62 Forestville NSW 2087 and facilities are located at John Fisher Park, Abbott Road, North Curl Curl 2099.

g) OBJECTS

The objects of the Association are to: -

- i) Enter teams in the Netball NSW Premier League competition.
- ii) Adopt and adhere to the Netball NSW Member Protection Policy.

2. AFFILIATION

Manly Warringah Sapphires Premier League Netball Inc will be affiliated with Manly Warringah Netball Association Inc and Netball New South Wales.

3. MEMBERSHIP

a) Members will consist of the Management Committee, all players selected to play in Manly Warringah Sapphires Premier League Netball teams, all associated team personnel and current financial supporter members.

b) REGISTER OF MEMBERS

- i) The Finance Administrator of the Association shall also hold the position of Public Officer of the Association.
- ii) The Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a Registered Member of the Association, together with the date on which the person became a Registered Member.
- iii) The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection by any Registered Member of the Association at any reasonable hour; however, such inspection shall be limited to viewing the names of Registered Members only.

c) MEMBERS' LIABILITY

The liability of a Registered Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

4. MEETINGS

a) MEETINGS – GENERAL PROCEDURE

- i) The Chairperson shall take the chair at all meetings of the Association. In the Chairperson's absence the chair shall be taken by the Finance Administrator.
- ii) If neither the Chairperson nor Finance Administrator is present within thirty minutes of the time fixed for the commencement of the meeting, the members present shall elect a Chairperson.
- iii) The accidental omission to give any member the required notice shall not invalidate a meeting or any of the business of the meeting.
- iv) All Registered Members may attend but voting shall be restricted to the Management Committee.

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- v) Questions arising at an ordinary meeting of the Association are to be determined by a simple majority of votes cast by eligible members. Each eligible member shall have one vote to be taken in such a manner as the Chairperson shall direct. A secret ballot shall be taken if any member requests it.
 - vi) In the case of an equality of votes, the Chairperson (or the person otherwise presiding) shall, in addition, have a casting vote.
 - vii) A quorum shall consist of five members.
 - viii) There shall be no voting by proxy at any meeting of the Association.
- b) ANNUAL GENERAL MEETING
- i) An Annual General Meeting of the Association shall be held in November of each year.
 - ii) All Registered Members may attend but voting shall be restricted to the Management Committee.
 - iii) Not less than twenty-one days written notice of the Annual General Meeting of the Association shall be given to each eligible member.
 - iv) A copy of the Association's Annual Report and audited financial statements shall accompany such notice.
 - v) A quorum for an Annual General Meeting shall consist of five persons.
 - vi) The business of the Annual General Meeting shall be:
 - a) Confirmation of the minutes of the previous Annual General Meeting;
 - b) Consideration and adoption of the Annual Report and audited financial statements;
 - c) Appointment of an Accountant for the following year;
 - d) Such other business as the meeting thinks fit;
 - e) Appointment of Management Committee.
 - vii) The following Executive members shall be appointed:
 - a) Business Administrator;
 - b) Finance Administrator;
 - c) Sports Administrator;
 - d) Marketing and Sponsorship Administrator;
 - e) One Independent member appointed by the appointed Management Committee at the first meeting after the AGM.
 - viii) The following shall constitute the Management Committee:
 - a) Executive members
 - b) Two delegates nominated by MWNA who are financial members of MWNA. Nominees need MW Sapphires' Management Committee approval.
 - c) Two members, officials or players of the Premier League teams.
 - ix) To be eligible to nominate as an appointed Executive member (excluding the independent member), a nominee must be a registered member of Netball NSW.

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- x) Current Executive members shall be eligible for re-election.
 - xi) No person shall hold more than one Executive position.
 - xii) Executive members appointed at the Annual General Meeting shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year, unless they are removed or resign in the interim.

5. ORGANISATIONAL STRUCTURE

a) MANAGEMENT COMMITTEE

- ii) The Management Committee shall meet at least twice each year on dates to be fixed by the Management Committee.
- iii) Not less than seven days written notice shall be given specifying the time and place of the meeting of the Management Committee and any special business to be dealt with.
- iv) Order of business at Management Committee meetings shall be:
 - a) Apologies;
 - b) Confirmation of Minutes;
 - c) Business Arising from Minutes;
 - d) Notices of Motion;
 - e) Appointments;
 - f) Correspondence and business arising;
 - g) Reports;
 - f) General Business.

b) POWERS OF MANAGEMENT COMMITTEE

- i) The Management Committee shall be responsible for the execution of the objects of Manly Warringah Sapphires Premier League Netball Inc and without in any way limiting this responsibility shall have power:
 - a) To control and manage the affairs of the Association;
 - b) To fix fees payable by members and to enforce payment thereof;
 - c) To decide on reimbursements for applicable personnel;
 - d) To control the funds of the Association and for that purpose to open and operate banking accounts; to invest funds in any manner authorised by law for the investment of trust funds; to acquire real and personal property of all descriptions and to sell or otherwise dispose of it; to borrow money on behalf of the Association and to give security therefore; and, generally, to carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the Association;
 - e) Empowered to take action in accordance with the Netball NSW Member Protection Policy or relevant Association policies against any Registered Member;
 - f) To appoint any delegate or delegates to represent the Association for any purpose with such powers as may be thought fit.

c) INCOME AND PROPERTY

- i) Application
The Association's income and property must be applied solely towards promoting

the Association's Objects and the Association's income and property must not be applied for the profit or gain of its individual members.

- ii) Exception
This clause does not prohibit making a payment approved by the Management Committee of the Association for out-of-pocket expenses incurred by an Executive member in performing a duty as a member of the Management Committee of the Association.

d) DUTIES OF MANAGEMENT COMMITTEE

- i) The Executive members shall exercise the functions and powers of the Management Committee between meetings of the Management Committee and its decisions shall be subject to ratification by the Management Committee at the next meeting.
- ii) Ensure the presentation of a financial report to all Management Committee meetings and make recommendations to Management Committee on matters of finance and policy.
- iii) The Management Committee is empowered to take appropriate action under the Member Protection Policy pursuant to this Constitution against any Registered Member of the Association.

6. ADMINISTRATION

a) FINANCE

- i) The funds of the Association shall be derived from Annual Membership Fees, other fees and donations, grants, levies, sponsorship and, subject to any resolution passed by the Association in a Management Committee, Special Management Committee or Annual General Meeting, such other sources as the Management Committee determines.
- ii) The main banking account of the Association shall be kept at a financial institution and all payments operating on the accounts shall be authorised by any two of the Business Administrator, Finance Administrator or Sports Administrator.
- iii) The Financial Year of the Association is the 1st October to 30th September.
- iv) The current financial report shall be tabled at each meeting.
- v) The books of the Association shall be examined by a qualified person who is not a member of the Association.

b) EMPLOYEES

The Management Committee may appoint and determine the terms of employment of employees to the Association. An employee shall not be a member of the Association's Management Committee.

c) CUSTODY OF BOOKS

Except as otherwise provided by these rules, all records, books and other documents relating to the Association shall be kept under the custody or control of the Finance Administrator.

d) INSPECTION OF RECORDS

Any Registered Member may inspect the books of account and minute book of the Association to the extent permitted by law at any reasonable time.

e) EFFECT OF AND ALTERING THIS CONSTITUTION

i) Effect of Constitution

This Constitution will have effect as a contract:

- a) Between, the Association and each Member;
- b) Between a Member and each other Member pursuant to which each Member agrees to accept the provisions of this Constitution and comply with those provisions, so far as they apply to that Member.

ii) Altering the Constitution

This Constitution may be altered by Special Resolution passed by at least 75% of the votes cast at an Annual General Meeting or Special Management Committee Meeting of the Association of which not less than twenty-one days written notice specifying the resolution/s to be proposed has been given. Any alteration made to the Constitution of the Association shall be forwarded to Netball NSW within twenty-eight days of the meeting at which such alteration was made.

f) DISSOLUTION OF THE ASSOCIATION

The Association shall not be dissolved except by Special Resolution passed by a majority of at least 75% of the votes cast at a Special Management Committee meeting of the Association of which not less than twenty-one days written notice specifying the resolution to be proposed had been given.

On dissolution of the Association, any property whatsoever, remaining after the determination and settlement of all debts and liabilities shall be paid or transferred to Manly Warringah Netball Association Inc.

7. POLICIES OF THE ASSOCIATION

The Association may implement appropriate policies in relation to such matters as arise for the administration of netball in the Association.