



Australian Men's & Mixed Netball Association – Constitution

Version: December 2020

Part A – Objects, powers and preliminary matters

1 Preamble

- 1.1 The *association* recognises Aboriginal and Torres Strait Islander peoples as the First Australians and custodians of the lands of Australia and acknowledges the continuing relationship between Aboriginal and Torres Strait Islander peoples with traditional land and waters.
- 1.2 The International Netball Federation is the sole international sporting authority entitled to make and enforce regulations for the governance, regulation and playing of *netball*. To ensure this authority is exercised in a fair and equitable manner, the International Netball Federation has prepared statutes and regulations governing *netball*.

2 Name of the association

The name of the *association* is the Australian Men's & Mixed Netball Association (also known as AMMNA).

3 Purposes of the association

The *association* is the peak body for the administration of men's and mixed *netball* in Australia. The purposes for which the *association* is established and maintained are to:

- (a) conduct, encourage, promote, advance and manage men's and mixed *netball* throughout Australia, through and by *member organisations* in the interests of the *members* and *netball*;
- (b) adopt, create, issue, interpret and amend policies in conjunction with *member organisations* for the control and conduct of men's and mixed *netball* in Australia;
- (c) promote, control, manage and conduct men's and mixed *netball* events, programs, competitions and championships at the national level and where appropriate, the international level;
- (d) maintain and enhance the standards, quality and reputation of men's and mixed *netball* for the collective and mutual benefit and interests of *members* and men's and mixed *netball*;
- (e) pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, government funding, fundraising and media rights as are appropriate to further men's and mixed *netball*, and the *association*;
- (f) have regard to the public interest in its operations;
- (g) use and protect the *intellectual property*; and
- (h) undertake and do all things or activities which are necessary, incidental or conducive to the advancement of the matters listed above.

4 Powers of the association

- 4.1 Subject to the *AIR Act*, the *association* has power to do all things incidental or conducive to achieve the purposes set out in clause 3 ("Purposes of the association") above.
- 4.2 The *association* has all the legal capacity and powers, both inside and outside of Australia, of a body corporate, including to:
 - (a) acquire, hold and dispose of real and personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest and deal with money or assets of the *association* in any manner as it thinks fits;

- (d) borrow or raise money (whether or not on a secured basis and in any manner whatsoever including all forms of financial accommodation and debt facilities) on any terms and in any manner as it thinks fit;
- (e) grant all types of security;
- (f) grant guarantees and indemnities;
- (g) enter into derivatives;
- (h) appoint agents to conduct business on its behalf;
- (i) enter into any other contracts that it considers necessary or desirable;
- (j) anything that is incidental or conducive to achieving the purposes set out in clause 3 (“Purposes of the association”) and the exercise of the powers of the *association*.

4.3 The association may only exercise its powers and use its income and assets for the purposes set out in clause 3 (“Purposes of the association”) [and subject to the terms of this constitution].

5 Not for profit organisation

The *association* is a not for profit organisation and must not distribute any surplus, income or assets directly to its *members*. However, this does not prevent the *association* from:

- (a) reimbursing a *member* for expenses they properly incur; or
- (b) paying a *member* for goods or services they provide;

so long as this is done in good faith on arms length terms (or terms no more favourable than if the *member* was not a member of the *association*).

6 Financial year

The financial year of the *association* is each 12 month period ending on 31 December.

Part B – Members and membership

7 Categories of members

7.1 The categories of members are:

- (a) state member organisation;
- (b) affiliate member organisation; and
- (c) service award recipient.

7.2 Subject to the *AIR Act*, the *association* in a special resolution of a *meeting*, may from time to time create, amend or consolidate categories of membership, along with the rights, privileges and obligations associated with those categories.

8 State and affiliate member organisations

Eligibility criteria for state member organisations

8.1 Only an entity which is the official representative of, and controlling authority, for men's and mixed netball in a State or Territory is eligible to be a *state member organisation*.

Other eligibility criteria of state and affiliate member organisation

8.2 To be eligible to be a *member organisation*, a person must:

- (a) be properly incorporated under the laws of its jurisdiction;
- (b) not be insolvent or otherwise subject to any winding up orders;
- (c) not be prevented from becoming a member of another organisation; and
- (d) if they are to be a *state member organisation*, be a member of their respective women's state organisations (for example, the state member organisation for Victoria must be a member of Netball Victoria).

9 Service award recipients

A person who receives a service award is someone who has made an outstanding contribution to the *association* over a period of time and meets the eligibility criteria set out in any applicable *policy*.

How a person becomes a service award recipient

9.1 In order to become a *service award recipient*:

- (a) an existing *member* must submit a written proposal for the election of the person to the *secretary* at least 28 days before the date of the annual general meeting;
- (b) no more than one person may receive the service award in any one year; and
- (c) the *member organisations* must pass an ordinary resolution to bestow on a person the service award.

Upon adoption of this constitution by the *member organisations*, each existing life member of the *association* will be deemed to be a *service reward recipient* (and a *member* of the *association*) for the purpose of this constitution.

Rights of a service award recipient

- 9.2 A *service award recipient* is a life member of the association and is able to attend and participate at *meetings*, but has no voting rights.

Policy relating to service award recipients

- 9.3 The *association* may make, amend and revoke any *policy* relating to the eligibility criteria of the service award from time to time.

10 Rights and responsibilities of members

Rights of members

- 10.1 Each *member* has the rights and benefits set out in this constitution and afforded to it under the *AIR Act* (which cannot be altered by this constitution).

Responsibilities of members

- 10.2 Each *member organisation* must:
- (a) appoint up to the number of delegates it is permitted under clause 28 ("Preliminary") to represent it at *meetings* and other relevant meetings in accordance with this constitution and may change its delegates from time to time at its discretion by providing written notice to the *secretary*;
 - (b) apply its property and capacity solely in pursuit of its objects and purposes, which must be aligned, and not inconsistent, with the purposes set out in clause 3 ("Purposes of the association");
 - (c) do all that is reasonably necessary to enable the purposes set out in clause 3 ("Purposes of the association") to be achieved by the *association*;
 - (d) act in good faith to ensure the maintenance and enhancement of the *association* and men's and mixed *netball*, its standards, quality and reputation for the collective and mutual benefit of the *members* and men's and mixed *netball*;
 - (e) at all times operate with, and promote, mutual trust and confidence between the *association* and the *members*; and
 - (f) at all times act on behalf of and in the interests of the *association* and men's and mixed *netball*.

Effect of membership

- 10.3 Each *member* acknowledges and agrees that:
- (a) this constitution constitutes an agreement between them and the *association* and they are bound by this constitution and the policies of the *association*;
 - (b) they must comply with and observe this constitution and the policies of the *association* and any determination or resolution which may be made or passed by the *committee* or at a *meeting*; and
 - (c) this constitution and the policies of the *association* are necessary and reasonable for promoting the purposes of the *association* and the advancement and protection of *netball*.

11 A member's rights are not transferable

A *member's* rights are not transferable and cease when their membership ends.

12 Becoming a member

- 12.1 To become a *member* of the *association*, the following processes must be followed (as applicable):

- (a) if an entity wants to become a *state member organisation* or an *affiliate member organisation* – they must submit a written application to *secretary*;
 - (b) if a *member* wants to nominate an entity to be an *affiliate member organisation* – the *member* must submit a written application to the *secretary* which is endorsed by the nominated entity; or
 - (c) if a *member* wants to nominate a person to be a *service award recipient* – the process set out in clause 9 (“*Service award recipients*”) must be followed.
- 12.2 The *member organisations* must decide by ordinary resolution at the next annual general meeting whether to accept or reject an application for membership and the results of the vote must be recorded in the minutes of the *meeting*.
- 12.3 The *secretary* must notify the applicant in writing of the *association’s* decision within 14 days of the annual general meeting. If an application is rejected, the *association* must return any application fee paid by them to the *association*.
- 12.4 A *member* is entitled to exercise their rights of membership from the later of:
- (a) the date their membership is approved at a *meeting*; and
 - (b) the date any relevant membership, subscription or affiliation fee is paid.

13 Fees

Determining membership and affiliation fees

- 13.1 At each annual general meeting the *association* must determine the amount of any annual membership, subscription or affiliation fee (if any) for the following financial year and the agreed date for payment of that fee.
- 13.2 The *association* may set different fees for different categories of *members* (for example, an *affiliate member organisation* can have a lower membership fee than a *state member organisation*).
- 13.3 No membership, subscription or affiliation fees are payable by *service award recipients*.
- 13.4 A person who becomes a *member* after the start of a financial year is only required to pay a membership, subscription or affiliation fee for that financial year that is pro-rated based on the percentage of the financial year remaining.

Consequences of non-payment

- 13.5 If a *member* fails to pay all amounts that are due and payable by them to the *association*, the *committee* may decide to immediately suspend all of the member’s rights until all outstanding amounts are paid in full. The *committee* must provide written notice to the *member* if their membership is suspended. Any suspension will continue until the *member* has paid all outstanding amounts.

14 How a member’s membership can end

Reasons a member’s membership can end

- 14.1 A *member* will cease to be a member of the *association* if they:
- (a) resign in accordance with clauses 14.2 and 14.3;
 - (b) if the *member* is an individual, they:
 - (i) become bankrupt or make any arrangement or composition with their creditors generally;
 - (ii) is convicted of an indictable offense; or
 - (iii) becomes disqualified from managing a corporation under the *Corporations Act 2001* (Cth), an Aboriginal and Torres Strait Islander corporations under the *Corporations*

(*Aboriginal and Torres Strait Islander*) Act 2006 (Cth) or a co-operative under the Division 2 of the Part 3.1 of the *Co-operatives National Law (Victoria)* (or similar law of another State or Territory).

- (c) if the *member* is a body corporate or other entity (other than an individual):
 - (i) a liquidator, administrator or receiver is appointed over the *member* or its assets;
 - (ii) the *member* otherwise becomes insolvent; or
 - (iii) an order is made by a court for the winding up or deregistration of the *member*;
- (d) no longer satisfy the eligibility requirements or qualifications required for membership set out this constitution or a *policy* of the *association*;
- (e) are otherwise disqualified or ineligible to be a member of an incorporated association under the *AIR Act*.

If a member organisation resigns

- 14.2 A *member organisation* who has paid all amounts that are due and payable to the *association* and has no other contractual obligation or liability to the *association*, may resign as a *member* by giving at least 3 months' notice in writing to the *secretary*. The notice given under this clause must state the *member's* intention to withdraw or resign as a member of the *association* and the upon expiration of the notice period, the *member* will cease to be a member of the *association*.

If a service award recipient resigns

- 14.3 A *service award recipient* may resign as a member by giving written notice to the *secretary*. The notice given under this clause must state the *member's* intention to withdraw or resign as a member of the *association* and that upon expiration of any notice period given in their notice, the *member* will cease to be a member of the *association*.

What happens when membership ends

- 14.4 Any *member* whose membership ends (for whatever reason):
- (a) must immediately return all *association* documents, records and other property in their possession, custody or control to the *secretary*;
 - (b) give up all right in and claim upon the *association* and its property (including *intellectual property*);
 - (c) will not be entitled to any refund (in whole or in part) of any membership, subscription or affiliation fees or other monies paid to the *association*; and
 - (d) will remain liable to the *association* for any amounts which are due and payable at the time their membership ends.

Membership may be reinstated

- 14.5 Membership may be reinstated at the discretion of the *committee*, on application by the person whose membership has ended, but only in accordance with the *AIR Act* and this constitution, and otherwise on such conditions as the *committee* thinks appropriate.

15 Register of members

- 15.1 The *secretary* must keep and maintain a register of members that includes all information required by the *AIR Act*.

15.2 Any *member* may, at a reasonable time and free of charge, inspect the register of members.

A *member* can ask the *secretary* to restrict access to their personal information recorded on the register of members. The request can ask that the *member's* personal information be only available to the *secretary* and all or certain *committee members*. If the *secretary* is satisfied there are special circumstances that justify the request, the *secretary* must agree to it. If the *secretary* refuses the request, they will notify the *member* in writing. The *member* may appeal the decision in accordance with the *AIR Act*.

16 Disciplinary action

The *association* may take disciplinary action against a *member* in accordance with this clause 16 if it has determined that:

- (a) a *member* has failed to comply with this constitution or a *policy* of the association;
- (b) a *member* refuses to support the purposes of the *association* set out in clause 3 ("**Purposes of the association**"); or
- (c) a *member* has engaged in conduct that is detrimental to the *association* or its *members*.

Disciplinary subcommittee

- 16.1 If the *committee* is satisfied that there are sufficient grounds for taking disciplinary action against a *member*, the *committee* must appoint a disciplinary subcommittee to hear the matter and determine what action (if any) to take against the *member*.
- 16.2 There must be at least three persons appointed to the disciplinary subcommittee. The members of the disciplinary subcommittee:
- (a) may be *committee members* (for example, the integrity officer unless it is a party to the action), members of *member organisations* or anyone else; but
 - (b) must not be biased in favour of or against the *member* concerned and must not have a conflict of interest. If a person is biased or has a conflict of interest, they must immediately remove themselves from the disciplinary subcommittee.

Notice to the member

- 16.3 Before disciplinary action is taken against a *member*, the *secretary* must give written notice to the *member* setting out the following:
- (a) that the *association* proposes to take disciplinary action against the *member*;
 - (b) the grounds for the proposed disciplinary action;
 - (c) the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (**disciplinary meeting**);
 - (d) tell the *member* that they attend the disciplinary meeting;
 - (e) tell the *member* that they can give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (f) set out the *member's* appeal rights.

The notice must be given at least 14 days (but no more than 28 days) before the disciplinary meeting is held.

A disciplinary meeting may be held by the use of technology provided that the conditions set out in clause 25.12 are complied with.

Decision of the subcommittee

- 16.4 At the disciplinary meeting, the disciplinary subcommittee must:
- (a) give the *member* an opportunity to be heard (if they attend the meeting); and
 - (b) consider any written statement given by the *member*; and
 - (c) consider the evidence presented to it in context of the reasons for the disciplinary action.
- 16.5 After the disciplinary subcommittee has complied with clause 16.4, the disciplinary subcommittee must decide to do one of the following:
- (a) to take no further action against the *member*;
 - (b) reprimand the *member*;
 - (c) suspend the *member's* membership rights for a specified period; or
 - (d) end the *member's* membership with the *association*.
- 16.6 If the disciplinary subcommittees determine it needs more time before reaching a decision, it may adjourn the disciplinary meeting for a period of no more than 7 days, at the end of which time it must deliver a decision.
- 16.7 Any decision of the disciplinary committee under clause 16.5 must be passed by a simple majority vote.
- 16.8 If the disciplinary subcommittee decides under clause 16.5 that the *member's* membership rights will be suspended or ended, that action will take immediate effect.

How a member can appeal a decision of the disciplinary subcommittee

- 16.9 A person who has had their membership rights suspended or ended under this clause 16, may give notice that they wish to appeal that decision. The notice must be in writing and given to:
- (a) the disciplinary subcommittee immediately after it has communicated its decision to the person; or
 - (b) the *secretary* no more than 2 days after the disciplinary subcommittee has communicated its decision to the person.
- 16.10 If a person has given notice under clause 16.9, a disciplinary appeal meeting must be held by the *committee* as soon as reasonably possible (but in any event no later than 21 days after the person gives notice under clause 16.9).
- 16.11 Notice of the disciplinary appeal meeting must be given to each *member organisation* at least 7 days before the date the disciplinary meeting is to be held. The notice must set out the following:
- (a) the date, place and time of the meeting;
 - (b) the name of the person against whom the disciplinary action has been taken;
 - (c) the grounds for taking that action; and
 - (d) that at the disciplinary appeal meeting the *member organisations* must vote on whether the decision to suspend or end the person's membership should be upheld or revoked.

Conduct of the disciplinary appeal meeting

- 16.12 At the disciplinary appeal meeting:

- (a) no business other than the question of the appeal may be conducted;
- (b) the *committee* must state the grounds for suspending or ending the person’s membership and the reasons for taking that action; and
- (c) the person whose membership has been suspended or ended must be given an opportunity to be heard.

16.13 After complying with clause 16.12, the *member organisations* vote must vote by secret ballot on whether to uphold or revoke the decision of the disciplinary subcommittee. A *member organisation* may not vote by proxy at the disciplinary appeal meeting and a *member organisation* may not vote if it is its membership that has been suspended or ended.

Each *member organisation* will be able to appoint up to the number of delegates it is permitted under Part D of the constitution who will each have one vote for the purposes of the secret ballot.

16.14 The decision of the disciplinary subcommittee will be upheld if not less than 75% of the votes are in favour of the upholding the decision.

17 Grievance procedure

The grievance procedure set out in this clause 17 applies to disputes between:

- (a) a *member* and another *member*;
- (b) a *member* and the *committee*; and
- (c) a *member* and the *association*.

17.1 A *member* must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under clause 16 (“Disciplinary action”) until the disciplinary procedure has been completed.

Parties must attempt to resolve the dispute

17.2 The parties to the dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

Appointment of a mediator

17.3 If the parties to a dispute are unable to resolve the dispute between themselves in accordance with clause 17.2, the parties must within 14 days:

- (a) notify the *committee* of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

17.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) if the dispute is between 2 or more *members* – a person appointed by the *committee*; or
 - (ii) if the dispute is between a *member* and the *committee* or the *association* – a person appointed by a dispute resolution or mediation authority in the State or Territory in which the mediation will be held.

17.5 A mediator appointed by the *committee* may be a *committee member* (for example, the current or former integrity officer), but must not be a person who:

- (a) who has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

Mediation process

17.6 The mediator, in conducting the mediation, must:

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

17.7 The mediator must not determine the dispute.

Failure to resolve the dispute

17.8 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the *AIR Act* or otherwise at law.

Part C – The committee and committee meetings

18 Powers of the committee

18.1 The *committee* is authorised to exercise all of the powers of the *association* not required by the *AIR Act* or this constitution to be exercised by the association in a *general meeting*.

Delegation of powers and functions

18.2 The committee may delegate to a *committee member*, a subcommittee or another person, any of its powers or functions other than:

- (a) this delegation power; and
- (b) a duty imposed on the *committee* by the *AIR Act* or any other law.

18.3 Any delegation must be in writing and may be subject to any limitations the *committee* considers appropriate. If the *committee* delegates a power or function to the subcommittee, that subcommittee must conduct its meetings in the manner set out in clause 25 (“Committee meetings”) (or otherwise in accordance with the terms set out in written delegation prepared by the *committee*).

18.4 The *committee* can revoke a delegation in whole or part at any time by giving written notice to the *committee member*, subcommittee or other person.

19 Composition of the committee

The committee is made up of the following positions:

Does the position have voting rights?	Committee position
Has voting rights at committee meetings	President Vice-president Secretary Treasurer Umpire Director Domestic Director International Director Integrity Officer Strategy and Competition Director
Does not have voting rights at committee meetings	Historian Marketing Officer

20 Who is eligible to be a committee member?

To be eligible to be elected or appointed as a *committee member* a person:

- (a) must be an individual;
- (b) must be at least 18 years old;

- (c) must be resident in Australia;
- (d) must not be ineligible or disqualified from being a *committee member* under this constitution or the *AIR Act*;
- (e) must have a valid working with children check and must not be subject to an event or circumstance listed in clause 23.1 (“A *committee member* will cease to be a committee member if they:”)
- (f) if they are a member of a *member organisation*, must not have any outstanding debts with that organisation.

Some of the reasons why a person will be ineligible or disqualified from being a *committee member* under the *AIR Act* include:

- (a) they are bankrupt or insolvent under administration; or
- (b) they are disqualified from managing a corporation or a co-operative.

21 Duties of committee members

General duties

- 21.1 Each *committee member* agrees to be bound by the *AIR Act*, this constitution and any policies of the association.
- 21.2 *Committee members* must exercise their powers and discharge their duties:
- (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the association; and
 - (c) for a proper purpose.
- 21.3 *Committee members* (and former *committee members*) must not improperly use their position or information acquired by virtue of being a *committee member* so as to gain an advantage for themselves or another person (including a *member organisation*) or to cause detriment to the *association*.

Committee members have a number of obligations at law. Some of these are set out in the *AIR Act*. *Committee members* need to take care in exercising their duties, as a failure to comply with those duties can lead to penalties under the *AIR Act*.

Specific duties

- 21.4 Subject to any requirements under the *AIR Act* that cannot be changed, the *committee* may from time to time determine the duties for each *committee member*. These may be set out in a *policy* of the *association*.

Specific duties of the secretary

- 21.5 In addition to any other duties set out in the *policies* of the *association*, the *secretary* must perform any duty or function required under the *AIR Act* to be performed by a secretary of an incorporated association. This includes:
- (a) maintaining the registration of members;
 - (b) keeping custody of the common seal of the *association* (if any);
 - (c) keeping control or custody of all books, documents and securities of the *association*;

- (d) subject to the *AIR Act* and this constitution, provide *members* with access to the register of members, the minutes of *meetings* and other books and documents.

Specific duties of the treasurer

- 21.6 In addition to any other duties set out in the *policies* of the *association*, the *treasurer* must perform any duty or function required under the *AIR Act* to be performed by a treasurer of an incorporated association. This includes:
- (a) ensuring the funds of the *association* are managed in accordance with clause 37 (“Financial matters”);
 - (b) keeping (or causing to be kept) proper financial records for the *association* and ensuring they are audited in accordance with any requirement under the *AIR Act*;
 - (c) preparing (or causing to be prepared) the financial statements of the *association*; and
 - (d) any other function and matters as the committee may determine from time to time.

22 Election of committee members

When does a committee position come up for election?

- 22.1 At the annual general meeting, elections must be held for the following positions:

Year position is up for election	Committee position
Even calendar years:	President Treasurer Umpire Director Domestic Director Integrity Officer
Odd calendar years:	Vice President Secretary International Director Strategy and Competition Director
Each calendar year	Historian Marketing Officer

Call for nominations for committee positions

- 22.2 The *secretary* shall call for nominations for committee positions at least 28 days before the date of the annual general meeting. All *member organisations* must be notified of the call for nominations.
- 22.3 A person wishing to nominate for a committee position must:
- (a) complete the prescribed form and return it to the secretary at least 14 days before the date of the annual general meeting;
 - (b) if the position they are nominating for has eligibility requirements or qualifications, include evidence of how the person meets those requirements and qualifications; and

(c) have their nomination endorsed by two current delegates of *member organisations*.

22.4 The *secretary* must, within 2 days of nominations closing, forward all applications to the *member organisations*.

Election of committee members

22.5 If two or more eligible nominations are received for a committee position, a poll or secret ballot must be held and the nominee with the most votes will be elected to the position. If there is a tied vote, the *member organisations* will be asked to vote again. If there remains a tied vote, the chair of the annual general meeting will have the casting vote.

22.6 If only one of eligible nomination is received for a committee position, that person is not automatically elected to that position. A poll or secret ballot must be held and, provided the majority votes are in favour of that nominee, that person will be elected to the position.

22.7 If no eligible nominations are received for a committee position, that position will be deemed to be vacant.

Term of appointment

22.8 Each *committee member* elected under clauses 22.5 and 22.6 will be elected for a period:

- (a) commencing from the conclusion of the annual general meeting at which they were elected; and
- (b) ending at the time committee positions are declared vacant at the annual general occurring 2 years after that.

23 How can a committee member's appointment end?

23.1 A *committee member* will cease to be a committee member if they:

- (a) resign from their position in writing to the *secretary*;
- (b) die;
- (c) become bankrupt or make any arrangement or composition with their creditors generally;
- (d) become of unsound mind or a person whose person and estate is liable to be dealt with in any way under laws relating to mental health;
- (e) no longer satisfy the eligibility requirements or qualifications set out this constitution or a *policy* of the *association*;
- (f) are absent for two consecutive meetings of the committee without leave of absence being granted by the committee (see clause 25.11);
- (g) become disqualified from managing:
 - (i) a corporation under the *Corporations Act 2001* (Cth);
 - (ii) an Aboriginal and Torres Strait Islander corporations under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006* (Cth); or
 - (iii) a co-operative under the Division 2 of the Part 3.1 of the *Co-operatives National Law (Victoria)* (or similar law of another State or Territory);
- (h) have a material person interest in a contract or proposed contract with the *association* and do not disclose that interest to the *committee*;
- (i) are a member of a *member organisation* and their membership is ended due to disciplinary action; or

(j) are otherwise disqualified or ineligible to be a *committee member* under the *AIR Act*.

23.2 If a person ceases to be a *committee member* for any reason, their *committee position* becomes vacant.

24 Casual vacancies

Filling casual vacancies

24.1 If a committee position becomes vacant for any reason, the *committee* may appoint an appropriately qualified person to that position. The person may be another *committee member* (but only if the *AIR Act* allows that person to hold more than one committee position).

24.2 The person appointed to the vacant position will be appointed for a period:

- (a) commencing from the time they were appointed; and
- (b) ending at the time that committee positions is declared vacant at the annual general in which the position is up for election.

The committee may continue to act

24.3 If one or more committee positions become vacant:

- (a) the *committee* can continue to act provided that the number of remaining *committee members* is sufficient to constitute a quorum at the committee meeting (see clause 25.7 (“Quorum”) for the number of committee members required to constitute a quorum); but
- (b) if the number of remaining *committee members* is not sufficient to constitute a quorum, the remaining *committee members* can only act for the purpose of increasing the number of *committee members* to constitute a quorum.

25 Committee meetings

The committee must meet

25.1 The *committee* must meet at least 5 times in every calendar year to conduct the business of the *association* and, subject to the *AIR Act* and this constitution, may regulate its meetings as it thinks appropriate.

25.2 Any 2 or more *committee members* may ask the *secretary* to convene a committee meeting. The *secretary* must convene a committee meeting within 30 days after the *committee members* asks for this to occur.

Notice of committee meetings

25.3 Unless all *committee members* have agreed to hold a committee meeting at shorter notice (which agreement can be evidenced by their presence at the meeting), the *secretary* must give notice of the upcoming committee meeting at least 7 days before the date that meeting is to be held.

Decisions of the committee

25.4 Any resolution arising at a committee meeting is to be decided by a simple majority of votes of *committee members* present to vote on the resolution. Only *committee members* entitled to vote may vote on the resolution.

25.5 The chair of the meeting does not have a casting vote.

Decisions not at a committee meeting

- 25.6 Subject to all *committee members* receiving notice of a proposed resolution, a resolution in writing that is signed by all *committee members* entitled to vote will be a valid and effective resolution as if it has been passed at a committee meeting duly held and convened.

Any such resolution may consist of any number of a number of copies, each signed by one or more *committee members* (if so, the signed copies are treated as making up a single document).]

Quorum

- 25.7 At committee meetings, the number of *committee members* whose presence is required to constitute a quorum is a simple majority of the *committee members* who have voting rights.

Validity of committee decisions

- 25.8 A procedural defect in decisions made by the *committee* does not result in that decision being of no effect.

Chair of board meeting

- 25.9 The President of the *association* will preside as chair at every committee meeting. If the President is not present, then:
- (a) the Vice President will preside as chair; or
 - (b) in the absence of the Vice President, the *committee members* attending the committee meeting must choose another attending *committee member* to preside as chair (but for that meeting only).

Minutes of meeting

- 25.10 The *secretary* must ensure that minutes are taken and kept of each committee meeting. The minutes must record:
- (a) the names of the *committee members* attending the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed by a *committee member* (see clause 26 (“Material personal interests”)).

Leave of absence

- 25.11 The *committee* may grant a *committee member* a leave of absence from committee meetings for a period not exceeding 3 months. The *committee* must not retrospectively grant a leave of absence unless it is satisfied that it was not reasonable for the *committee member* to ask for the leave of absence before the *committee meeting*.

Use of technology

- 25.12 A *committee member* who is not physically present at a committee meeting may participate in the meeting by the use of technology provided that:
- (a) all persons participating in the committee meeting can clearly and simultaneously communicate with each other via audio visual or audio link; and
 - (b) in the event failure in communication stops the conditions in clause 25.12(a) from occurring by that number of *committee members* that constitute a quorum, then the meeting will be

suspended until the condition can be satisfied again. If the condition cannot be satisfied within 30 minutes from the failure occurring, the meeting will be deemed to be adjourned.

- 25.13 Any committee meeting where one or more the *committee members* is not physically present will be deemed to be held at the place specified in the notice of meeting provided a *committee member* is at that place (and if no *committee member* is at that place, the place where the chair is located).

26 Material personal interests

- 26.1 A *committee member* who has a material personal interest in a committee or subcommittee meeting must disclose the nature and extent of their interest to the relevant committee as soon as they become aware of that interest. Examples of matters that a person may have a material personal interest include:

- (a) contracts and other arrangements the association is or may be entering into;
- (b) selection of players and officials;
- (c) disciplinary action;
- (d) financial matters.

- 26.2 A *committee member* who has material personal interest:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter (and if they do vote the vote will not be counted).

If during a committee meeting it is uncertain as to whether a person has a material personal interest and must comply with this clause, the matter must be immediately determined by a vote of the *committee members* present at the meeting (or if this is not possible, the matter must be deferred).

- 26.3 This clause 26 does not apply to a material personal interest that;

- (a) exists only because the *committee member* belongs to a class of persons for whose benefit that *association* is established; or
- (b) the *committee member* has in common with all (or a substantial portion of) the *members*.

- 26.4 A *committee member* can give the *secretary* a notice in writing that they are a shareholder, director, member or beneficiary of another entity and to be regarded as interested in all transactions in connection with that entity. Such notice will be sufficient disclosure for the purposes of clause 26.1 and the *committee member* does not have to give a special notice relating to any particular transaction in connection with the entity.

A failure to disclose a material personal interest can lead to penalties under the *AIR Act*.

27 Remuneration of committee members

No payment will be made to any *committee member* other than:

- (a) out of pocket expenses incurred by them in the performance of their duty as a *committee member* in accordance with any *policy* and approved by the *committee*;
- (b) payment for goods or services they provide where the *committee* has approved the expenditure and that amount is no more than the amount that would be commercially reasonable for the goods or services they have provided;
- (c) reimbursement in connection with the indemnity given by the *association* to the *committee member* in performance of their obligations;
- (d) otherwise as approved by the *committee* in a committee meeting.

Part D – Meetings of members

28 Preliminary

The table below sets out the *association's* member categories, and the number of delegates and votes that apply to each *member* category.

Member type	Number of delegates	Number of votes
<i>state organisation members</i>	2	One vote per delegate
<i>affiliate member organisations</i>	1	One vote per delegate
<i>service award recipients</i>	Not applicable	No votes

For the avoidance of doubt, *committee members* are not entitled to vote at a *meeting*.

29 Delegates

29.1 Each *member organisation* will have the following number of delegates.

Member type	Number of delegates
<i>state organisation members</i>	2
<i>affiliate member organisations</i>	1
<i>service award recipients</i>	Not applicable

29.2 A delegate must:

- (a) be appropriately empowered by the *member organisation* that appointed them to consider, make decisions and vote at *meetings*; and
- (b) must not be a *committee member* who is entitled to vote at committee meetings (however, a delegate can be a non-voting *committee member*).

29.3 A delegate is entitled to exercise at a meeting all the powers the *member organisation* that appointed them could exercise if it were a natural person.

30 Meetings

Annual general meetings

30.1 An annual general meeting of the *association* must be held once a year in accordance with the provisions of the *AIR Act* and this constitution and on a date and at a venue to be determined by the *committee*.

The annual general meeting will generally be held at the Australian Championships held in each year, in the State or Territory hosting the championships.

General meetings

- 30.2 The *committee* may at any time convene a general meeting of the *association*. Any general meeting must be held in accordance with the *AIR Act* and this constitution.
- 30.3 The *committee* must convene a general meeting if a request to do so is made in accordance with clause 30.4 by at least 40% of the *member organisations*.
- 30.4 A request for a general meeting under clause 30.3 must:
- (a) be in writing and given to the *secretary*; and
 - (b) state the business to be considered at the *meeting* and any resolutions to be proposed; and
 - (c) include the names and signatures of the *member organisations* requesting the *meeting* (in the case of *member organisations*, the request must be signed by a current member of the *committee* then representing the *member organisation*).
- 30.5 If the *committee* does not convene a general meeting within 30 days after the date on which the request is received, the *members organisations* making the request (or any of them) may convene a general meeting.
- 30.6 The general meeting convened by *member organisations* under clause 30.5:
- (a) must be held within 3 months after the date on which the request under clause 30.3 is received; and
 - (b) may only consider the business stated in the request.

31 Notice of meetings

- 31.1 Notice of a *meeting* must be given to each *member* and each *committee member* at the address appearing in the register kept by the *association*. However, no other person is entitled or has a right to receive notices of *meetings*.
- 31.2 A notice of *meeting* must be given at least 30 days before the date of the *meeting* and must set out the date, place and time of the *meeting*
- 31.3 The agenda for the *meeting* must be given to *members* at least 21 days before the date of the *meeting*. The agenda must set out:
- (a) the business to be conducted at the *meeting*;
 - (b) any special resolutions (including the full proposed resolution and the intention to propose the resolution as a special resolution); and
 - (c) any proposed resolutions received from *member organisations* in accordance with clause 33.3.

32 Entitlement to attend meetings

- 32.1 No *member organisation* is permitted to be represented at, or take part in a *meeting*, unless all amounts then due and payable to the *association* are paid. This clause does not apply where the amount alleged due and payable are the subject of a legitimate dispute or investigation.
- 32.2 Observers are permitted to attend any meeting if approved by the *committee*.

33 Business at meetings**What business is to be conducted?**

- 33.1 The business to be at an annual general meeting includes:
- (a) consideration of financial reports;
 - (b) consideration of other reports of the *association*;

- (c) appointment of any auditor and returning officers (if applicable);
 - (d) election of committee members; and
 - (e) special business.
- 33.2 No business, other than that set out in the agenda for the *meeting*, may be conducted at an annual general meeting or general meeting (unless approved by all *member organisations*).

Proposed resolutions by member organisations

- 33.3 A *member organisation* may ask for a resolution to be proposed and moved at a *meeting* in the special business section of that *meeting*. Any proposed resolution must be given in writing to the *secretary* not less than 22 days before the date of the *meeting*.

34 Proceedings at meetings

Quorum

- 34.1 No business shall be conducted at a *meeting* unless a quorum is present at the time when the *meeting* commences.
- 34.2 At *meetings*, the number of *member organisations* whose presence is required to constitute a quorum is a simple majority. For the purposes of determining if a member organisation is present, it will be deemed to be present if at least one of its delegates is attending the *meeting*.

Chair of meetings

- 34.3 The President of the *association* will preside as chair at every *meeting*. If the President is not present or is unable to preside (for any reason), then:
- (a) the Vice President will preside as chair; or
 - (b) in the absence of the Vice President, the *committee* must choose one of the attending *committee members* to preside as chair (but for that meeting only).

Cancellation and adjournment of meetings

- 34.4 If within 30 minutes from the time appointed for a *meeting* to start a quorum is not present, the *meeting* must be adjourned to another date, place and time as the chair determines. If at the adjourned *meeting* a quorum is still not present within 30 minutes from the time appointed for the *meeting* to start, the *meeting* will lapse.
- 34.5 The chair of a *meeting* may, with the consent of a majority of the delegates, adjourn the *meeting* at which a quorum is present, and may, if so directed by the *meeting*, adjourn the *meeting* from time to time and from place to place. However, no business may be conducted at any adjourned *meeting* other than the business left unfinished at the *meeting* from which the adjournment took place.
- 34.6 If a *meeting* is adjourned for 45 days or more, notice of the adjourned *meeting* must be given in accordance with clause 31 ("**Notice of meetings**"). However, it will not be necessary to give notice of the business to be conducted at the adjourned *meeting*.
- 34.7 The *committee* may cancel or adjourn a *meeting* (however, this does not apply to general meeting convened by *member organisations* under clause 30.5).

Voting procedure

- 34.8 At any meeting a resolution to the vote at the meeting may be decided by:
- (a) a show of hands;
 - (b) a poll;
 - (c) a secret ballot.

The chair or a delegate may request before resolution is put to vote that they want the vote conducted by a poll or secret ballot. If this request is made, the poll or ballot must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs.

34.9 Once the show of hands, poll or secret ballot has been completed, the chair of the *meeting* must declare that the resolution has been:

- (a) carried (whether unanimously or by the required majority); or
- (b) lost,

and an entry to that effect must be recorded in the minutes of the *meeting*.

34.10 A vote may be completed through an electronic or other technological system.

Resolutions at meetings

34.11 The following votes are required to a pass a resolution at a *meeting*:

Resolution	Majority required	Votes counted towards working out if there is a majority
Special resolutions	Special majority (being 75% or more of the votes)	All votes of <i>member organisations</i> taking into account the number of delegates they are permitted (whether or not they are present at the <i>meeting</i>)
Ordinary resolutions	Simple majority (being more than 50% of the votes)	All votes of <i>member organisations</i> taking into account the number of delegates present at the <i>meeting</i>

Except where a special resolution is required, all other resolutions at a meeting are ordinary resolutions and must be determined by a simple majority of votes set out above.

34.12 Except as set out in this constitution, where there are equal votes for and against a resolution, the chair does not have a casting vote and the motion will be deemed lost.

34.13 In addition to any matters required by the *AIR Act* to be passed by special resolution, a special resolution is required for the following resolutions:

- (a) to remove a *committee member* from the *committee*;
- (b) to alter this constitution, including changing the name of the *association* or any of its purposes.

Minutes of meeting

34.14 The *secretary* must ensure that minutes are taken and kept of each *meeting*. The minutes must record:

- (a) the names of the *members* attending the *meeting* (including each delegate);
- (b) the business considered at the *meeting*;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any other proceedings of the *meeting*.

34.15 The *secretary* must ensure that minutes of each *meeting* are kept in books provided for that purpose.

35 Voting at meetings

35.1 Each *member organisation* is entitled to appoint up to the number of delegates set out in clause 29.1. Each delegate has one vote.

35.2 No other *members* are entitled to vote at a meeting. This does not affect the *members* rights under clause 10 (“Rights and responsibilities of members”).

35.3 An objection to a person's right to vote at a *meeting*:

- (a) may only be raised at the *meeting* or adjourned meeting at which the vote objected to is given or tendered; and
- (b) must be determined by the chair of the *meeting* acting reasonably having regard to the *AIR Act* and this constitution, whose decision is final.

If the objection is upheld the vote will not be counted towards the resolution. If the objection is not upheld, the vote will be counted towards the resolution.

35.4 If any vote is counted that ought not to have been counted (or might have been rejected), the error will not invalidate the resolution unless the error is detected at the same meeting and is of sufficient magnitude to invalidate the resolution.

Proxy voting

35.5 A delegate of a *member organisation* that is entitled to attend a *meeting* may appoint a delegate of another *member organisation* as their proxy to attend the *meeting* in accordance with this constitution. Any appoint must:

- (a) be in form prescribed by the *association* (if any); and
- (b) given to the *secretary* at least 24 hours before the start of the *meeting*.

35.6 A proxy may be revoked by a delegate at any time by written notice to the *secretary*.

36 Use of technology at meetings

36.1 A *meeting* may be held at two or more locations using technology that allows the *members* as a whole a reasonable opportunity to participate in the *meeting*.

36.2 The following apply to any *meeting* that is held in two or more locations using technology:

- (a) all persons participating in the *meeting* must be linked by telephone, audio visual or other instantaneous means;
- (b) all persons participating must be able to clearly and simultaneously communicate with each other;
- (c) each person taking part in the *meeting* is deemed for the purposes of this constitution to be present at the *meeting*;
- (d) at the start of the *meeting* each person must announce their presence to all other persons taking part in the *meeting*;
- (e) a person must not leave the *meeting* by disconnecting their telephone, audio-visual or other communication unless they have previously notified the chair of the *meeting*.
- (f) a person may be presumed conclusively to have been present during, and to have formed part of a quorum of, a *meeting* unless they have notified the chair of their intention to leave the *meeting*;
- (g) the minutes of the *meeting* is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified by the chair of the *meeting* as correct.

Part E – General

37 Financial matters

Source of funds

37.1 The funds of the *association* may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the *committee*.

Management of funds

37.2 The *association* must open and maintain an account with a financial institution from which all expenditure of the *association* is made and into which all of the *association's* revenue is deposited.

37.3 Subject to any restrictions imposed by a *meeting*, the *committee* may approve expenditure on behalf of the *association*.

37.4 The *committee* may authorise the treasurer to expend funds on behalf of the *association* (including by electronic funds transfer) up to a specified limit without requiring approval from the *committee* for each item on which the funds are expended.

37.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 *committee members*.

37.6 Electronic transfers from any account of the *association* must be signed by 2 *committee members*.

37.7 All funds of the *association* must be deposited into the financial account of the *association* no later than 7 days after receipt.

37.8 With the approval of the *committee*, the Treasurer may maintain a cash float of up to \$500 provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. Any increase on the limit set out in this clause, has to be approved by a special resolution.

Financial records

37.9 The *association* must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the *AIR Act*.

37.10 The *association* must retain the financial records for 7 years after the transactions covered by the records are completed.

37.11 The treasurer must keep in his or her custody, or under his or her control:

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the *committee*.

Financial statements

37.12 For each financial year, the *committee* must ensure that the requirements under the *AIR Act* relating to the financial statements of the association are met. Those requirements include:

- (a) the preparation of the financial statements;
- (b) the review or auditing of the financial statements;
- (c) the certification of the financial statements by the *committee*;
- (d) the submission of the financial statements to the annual general meeting of the *association*; and

- (e) the lodgement with the *Registrar* of the financial statements and accompanying reports, certificates, statements and fee.

38 Policies

Making and changing policies

- 38.1 From time to time, *policies* may be made, varied or revoked in connection with the control, administration and management of the *association*, the Australian championships and Australian teams, and to give effect to the purposes of the *association* set out in clause 3 ("Purposes of the association").
- 38.2 The table below set out the categories of *policies* that may be made, varied and revoked and who is required to approve any of those actions:

Policy category	Examples of matters the policy category can cover	Who has to approve the making, varying or revoking of a policy?
Policies relating to the operation, management and administration of the <i>association</i>.	Privacy, social media, working with children, member protection, gender diversity, codes of conduct.	The <i>committee members</i> who are entitled to vote and must be approved by simply majority of votes at a committee meeting.
Policies relating to Australian championships and Australian teams.	Structure of Australian championship, player eligibility, rules of the competition, umpires, Australian teams.	The <i>member organisations</i> and must be approved by ordinary resolution at a <i>meeting</i> .

- 38.3 A *policy* is binding on a member if it has been approved in accordance clause 38.2.

Upon adoption of this constitution by the *member organisations*, each existing by-law of the *association* will be deemed to be a *policy* as defined in this constitution and receive the policy category set out in the table above which is applicable to it.

Notice to members

- 38.4 Any changes to a *policy* (including its interpretations) will be communicated to *member organisations*. Each *member organisation* must ensure that any change to a *policy* is communicated to its members.

39 Communications

Communications with each other and how they are given

- 39.1 Unless otherwise agreed, communications (such as instructions, notices, demands, certificates or consents) must be in writing. Communications from a *member* must be signed by them (or in the case of a *member organisation*, by a current member of that organisation's committee).
- 39.2 Email communications must state the first and last name of the sender (and position, if applicable) and are taken to be signed by the sender.
- 39.3 Communications can be:

- (a) personally delivered to a *member* or *committee member* as required by this constitution;
- (b) sent by prepaid post or electronically; or
- (c) given in any other way permitted by law.

39.4 The association (including the committee) can communicate with members at any postal or electronic address they have provide to the association.

It is important that the contact details members have given the association are up to date. If those contact details change or if any means of electronically communicating with a member (for example, fax or email) is not working, the member must tell us in writing.

39.5 Communications are taken to be received:

- (a) if sent by post — 6 *business days* after posting (or 10 days after posting if sent from one country to another);
- (b) if sent by email — 4 hours after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives a message that delivery has failed.

40 Books and records

40.1 Members may on request inspect free of charge:

- (a) the register of members;
- (b) the minutes of meetings; and
- (c) subject to clause 40.2, the financial records, books, securities and any other relevant document of the association, including minutes of committee meetings.

40.2 The committee may refuse to permit a member to inspect records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

40.3 The committee must on request make copies of these rules available to members and applicants for membership free of charge.

40.4 Subject to clause 40.2, a *member* may make a copy of any other records of the *association* referred to in this clause 40. The *association* may charge a reasonable fee for provision of a copy of a record.

For the purposes of this clause 40, "**relevant documents**" means the records and other documents, however compiled, recorded or stored, that relate to the association and includes its membership records, its financial statements; its financial records; records and documents relating to transactions, dealings, business or property of the *association*.

41 Winding up of the association

41.1 The *association* may be wound up voluntarily by special resolution or otherwise in accordance with the *AIR Act*.

41.2 If the event of the winding up or the cancellation of the incorporation of the *association*, the surplus assets must not be distributed to any *members* or former *members*.

41.3 Subject to the *AIR Act* and any court order made under section 133 of the *AIR Act*, the surplus assets must be given to a body that has similar purposes to the *association* and which is not carried on for the profit or gain of its individual members.

41.4 The body to which the surplus assets are to be given must be decided by special resolution.

42 Changing this constitution

This constitution can only be altered by a special resolution at a *meeting*.

43 Other general matters

Common seal

43.1 The *association* may have a common seal. If it does:

- (a) the name of the *association* must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the *committee* and the sealing must be witnessed by the signatures of two *committee members*;
- (c) the common seal must be kept in the custody of the *secretary*.

Registered address

43.2 The registered address of the *association* is:

- (a) the address determined from time to time by resolution of the *committee*; or
- (b) if the *committee* has not determined an address to be the registered address, the postal address of the *secretary*.

Things may be done by electronic means

43.3 Anything that is required or may be done in connection with the *association* (including the signing of document, the operation of the *association*, a committee meeting or a *meeting*) can be done electronically.

Part F – Meaning of words

44 Definitions

Definition	Meaning
AIR Act	<i>Associations Incorporation Reform Act 2012 (Vic)</i>
affiliate member organisations	Each entity listed as an affiliate member organisation on the register of members maintained by the <i>association</i> .
association	The association named in clause 2 (“Name of the association”) to which this constitution applies.
business day	A day other than a Saturday, Sunday or public holiday in Victoria.
committee	The committee having management of the business of the <i>association</i> .
committee member	A member of the <i>committee</i> elected or appointed under Part C of this constitution.
intellectual property	All rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or unregistered) relating to the <i>association</i> or any event, competition or activity of or conducted, promoted or administered by the <i>association</i>
meeting	Any of the following: (a) an annual general meeting; (b) a general meeting convened by the <i>committee</i> under clause 30.2; (c) a general meeting convened by the <i>member organisations</i> under clause 30.3.
member	Each of the following: (a) a <i>state member organisation</i> ; (b) an <i>affiliate member organisation</i> ; (c) a <i>service award recipient</i> .
member organisations	A <i>state member organisation</i> or an <i>affiliate member organisation</i> .
netball	The sport and game of netball as determined by the International Netball Federation with such variations as may be recognised by the <i>association</i> from time to time.
person	Includes an individual, corporation, incorporated association or body politic.
policy	Includes any guidelines, rules, regulations or by-laws of the <i>association</i> .
Registrar	The Registrar of Incorporated Associations.

Definition	Meaning
secretary	The secretary of the <i>association</i> elected or appointed under Part C of this constitution.
service award recipients	Each person has received a service award or otherwise deemed by this constitution to be a service award recipient.
state member organisations	Each entity listed as an state member organisation on the register of members maintained by the <i>association</i> .

45 General interpretation

Unless the contrary intention appears, in this document:

- headings are for convenience only and do not affect interpretation
- the singular includes the plural and vice versa
- a reference to a document includes any variation, replacement or novation of it
- the meaning of general words isn't limited by specific examples introduced by "including", "for example", "eg", "such as" or similar expressions
- a reference to a particular person includes the person's executors, administrators, successors, substitutes (including persons taking by novation) and transferees
- a reference to "**law**" includes general law and legislation (including regulations) and any industry code which we agree applies to this document. A reference to any legislation includes regulations and other instruments under it and any variation or replacement of any of them. If you're a trustee, a reference to "**law**" includes your obligations as a trustee
- a reference to any thing (including an amount) is a reference to the whole and each part of it
- a reference to "**assets**" or "**property**" includes land and property of any other kind
- a period of time starting from a given day or from the day of an act or event, is calculated exclusive of that day;
- a reference to a "**power**" or "**function**" includes any power, authority, right or duty;
- a reference to a "**simple majority**" is a reference to more than 50%;
- a reference to a "**special majority**" a reference to 75% or more.
- A reference to a "**receiver**" is a reference to any receiver or receiver and manager.