

CONSTITUTION

TITLE AND LEGEND

1. The name of the Association shall be the Panthers Premier League Netball Incorporated (hereinafter referred to as the "**League** ").

Members – All registered Members, junior and senior, of the three affiliated netball associations.

Council – Executive Committee members of all three affiliated netball associations.

Delegates – Members of the Council present at meetings, representing their association, who are not Directors.

Board – Directors elected by Council to manage the League representing all three affiliated netball associations.

TYPE OF OPERATION

2. The League is a 'not-for-profit' organisation whose income and property is applied solely to towards the promotion of the objects of the League. No funds or property shall be paid or transferred directly or indirectly by way of dividend or bonus or by way of profit to or amongst the Members.

COLOURS

3. The League's colours shall be black, gold and white.

HEADQUARTERS

4. The League's headquarters shall be at Jamison Park, Penrith.

BOUNDARIES

5. The League's boundaries shall be limited to the affiliated Associations – Penrith District Netball Association, Blue Mountains District Netball Association and Hawkesbury City Netball Association.

OBJECTS

6. The objects of the League shall be to:
- a) Further the interests of its Members, and promote and control the game of Netball.
 - b) Select and manage the League's representative teams in the Netball NSW Premier League Competition.
 - c) Affiliate with and support the New South Wales Netball Association Limited (Netball NSW).
 - d) Co-operate with other organisations affiliated with Netball NSW for the furtherance of Netball.

PATRON

7. The League may from time to time appoint one or more Patrons and may also cancel any such appointment.

MEMBERSHIP

8. a) The League is the controlling body for Panthers Premier League Netball within its boundaries and its authority shall be recognised by all Members who shall adopt and obey this Constitution and the Rules and By-Laws of the League.
- b) The League may admit to Membership, Members as defined by the Constitution or any other relevant policy of New South Wales Netball Association Ltd.
- c) i) All Members shall be Senior and Junior Members.
- ii) The Council may reject any application for Membership without assigning any reason therefore.
- d) Membership is open to:
- i) Affiliated Associations comprising:
 - (a) Senior and Junior Player Members
 - (b) Non Player Senior and Junior Members

REGISTER OF MEMBERS

9. a) The Affiliated Associations shall establish and maintain a register of Members of the League specifying the name and address of each person who is a Member.
- b) The register of Members shall be kept at the principal place of business of the Affiliated Associations.

FEES, LEVIES, ETC

10. The fees, including Membership fees, levies etc to be paid by Members shall be determined by resolution of Council at the Annual General Meeting each year.

MEMBERS' LIABILITY

11. The liability of a Member of the League to contribute towards the payment of the debts and liabilities of the League or the costs, charges and expenses of the winding up of the League, is limited to the amount, if any, unpaid by the Members in respect of Membership of the League.

COUNCIL

12. a) Council shall consist of the Directors of the League, and affiliated Association Executive Committee members who form the delegates from each affiliated Association.
- b) i) The Association Secretary shall notify the League Secretary of the names and addresses of delegates at least seven days prior to the first meeting of Council each year.
- ii) Persons appointed to Council shall assume office at the conclusion of the Annual General Meeting and shall hold office for the ensuing year.

POWERS OF THE COUNCIL

13. The Council shall be responsible for the execution of the objects of the League and without any way limiting this responsibility shall have power to:
 - a) Control and manage the affairs of the League.
 - b) Make or amend Rules not inconsistent with this Constitution.
 - c) Fix fees payable by Members and enforce payment thereof.

- d) Control the funds of the League and for that purpose to:
 - (i) open and operate banking accounts,
 - (ii) invest funds in any manner authorised by law for the investment of trust funds,
 - (iii) acquire real and personal property of all descriptions and sell or otherwise dispose of it,
 - (iv) borrow money on behalf of the League and give security therefore,
 - (v) enter into guarantees of indebtedness on behalf of any affiliated Associations, and
 - (vi) generally carry out and attend to all such matters as shall be necessary for the proper management and control of the property of the League.
- e) Appoint any delegate or delegates to represent the League for any purpose with such powers as may be thought fit.
- f) Ensure that supplementary lists with the names and addresses of additional applicants for Netball NSW Membership are received by Netball NSW by the 1st day of each month. Upon receipt by Netball NSW of each list those persons shall be deemed to have renewed their Membership until 31 March next.
- g) All Membership fees are to be paid by the League by the due date as detailed on the appropriate invoice from Netball NSW.

MEETINGS OF COUNCIL

14. The Council shall meet at least once a year on a date to be fixed by Council.
- a)
 - i) Chairperson shall take the chair at all meetings and in the Chairperson's absence the chair shall be taken by the Vice Chairperson.
 - ii) If neither the Chairperson nor Vice Chairperson is present within 30 minutes of the time fixed for the commencement of the meeting, the Members shall elect a Chair.
 - b)
 - i) Not less than seven days' written notice shall be given specifying the time and place of the meeting of Council, and any special business to be dealt with, other than that set out in the Rules.
 - ii) The accidental omission to give any Members of Council such notice shall not invalidate the meeting nor any of the business of the meeting.

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- c)
 - i) A quorum shall consist of at least one half of the Directors and delegates representing at least one third of the affiliated Associations.
 - ii) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.
 - iii) The Secretary shall give written notice to Members of Council through the Secretary of each affiliated Association.
- d)
 - i) Each Member (including Directors) shall have one vote to be taken in such manner as the Chairperson shall direct, except that a secret ballot shall be taken if any Member requests it.
 - ii) In the case of an equality of votes, the Chairperson shall, in addition, have a casting vote.
 - iii) There shall be no voting by proxy.
- e) Order of business at Council Meetings shall be:
 - i) Apologies
 - ii) Confirmation of Minutes
 - iii) Business arising from Minutes
 - iv) Confirmation of the Board Report
 - v) Business arising from the Board Report
 - vi) Notices of Motion
 - vii) Elections
 - viii) Correspondence and business arising from correspondence
 - ix) Reports
 - Director of Finance
 - Other Director's reports
 - Sub-Committee Reports
 - Delegates to other Organisations
 - Any other reports
 - x) General Business

SPECIAL GENERAL MEETINGS

15. A Special General Meeting may be called by the Chairperson and Secretary or at the request of two or more affiliated Associations.

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- a) Not less than 21 days' written notice shall be given to each Director and the Secretary of each affiliated Association, specifying the time and place of a Special General Meeting.
- b) The accidental omission to give any Member such notice shall not invalidate the meeting nor any of the business of the meeting.
- c) The Chairperson shall take the chair at the meeting and in the Chairperson's absence the chair shall be taken by the Vice Chairperson. If neither the Chairperson nor Vice Chairperson is present within 30 minutes of the time fixed for the commencement of the meeting, the Members shall elect a Chair.
- d) A quorum for a Special Meeting shall consist of at least one-half of the Directors and at least one third of the delegates. Each Association must be represented.
- e) If a quorum is not present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.
- f) The Secretary shall give Members written notice thereof.
- g) Each Member (including Directors) shall have one vote to be taken in such manner as the Chairperson shall direct except that a secret ballot shall be taken if any Members request it.
- h) In the case of an equality of votes, the Chairperson, in addition, shall have a casting vote.
- i) There shall be no voting by proxy.
- j) Each delegate present at a Special General Meeting of the Council shall sign an attendance record and that delegate shall be a Member of the Association they represent.

ANNUAL GENERAL MEETINGS

- 16. a)
 - i) The Annual General Meeting shall be held in November each year.
 - ii) All financial Members may attend but voting shall be restricted to Directors and Delegates from each affiliated Association.
 - iii) Each Delegate shall have one vote which shall be taken in such manner as the Chairperson shall direct except that a secret ballot shall be taken if any Delegate requests it.
 - iv) There shall be no voting by proxy.

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- b) The business of the Annual General Meeting shall be:
- i) confirmation of the minutes of the previous Annual General Meeting,
 - ii) the consideration and adoption of the Annual Report and annual accounts,
 - iii) such business as the meeting thinks fit, and
 - iv) election of Directors.
- c) Directors appointed at the Annual General Meeting shall assume office at the conclusion of the Annual General Meeting and shall hold office for the first competition year.
- d)
 - i) Not less than 21 days' written notice of the date of the Annual General Meeting of the Association shall be given to each Director and to the Secretary of each affiliated Association.
 - ii) A copy of the Annual Report and annual accounts shall be available at the AGM.
- e) The accidental omission to give any Member such notice shall not invalidate the meeting nor any of the business of the meeting.
- f) At the Annual General Meeting of the League at least one-half of the Directors and at least one-third of the delegates shall constitute a quorum.
- g)
 - i) If no quorum is present 30 minutes after the time fixed for the commencement of the meeting, it shall be adjourned to such time and place as the Chairperson shall decide.
 - ii) The Secretary shall give Members written notice thereof.
- h)
 - i) The Chairperson shall take the chair at the Annual General Meeting.
 - ii) In the Chairperson's absence the Chair shall be taken by the Vice-Chairperson
 - iii) If neither the Chairperson nor the Vice-Chairperson is present within 30 minutes of the time fixed for the commencement of the meeting, the Members present shall elect a Chair.

THE BOARD

17. a) Election of Directors:
- i) The ballot for the election of the Directors to form the Board shall take place at the conclusion of the business of the Annual General Meeting.
 - ii) 8 Directors shall be elected. Once elected, the Directors shall allocate portfolios:
 - Chairperson
 - Vice-Chairperson
 - Director- Secretary
 - Director-Netball
 - Director-Finance
 - Director-Community Relationships
 - Director-Communication/Marketing
 - Director-Commercial
 - b)
 - i) Nominations for election, signed by two Senior Members and with the written consent of the nominee, shall be lodged with the League Secretary at least 28 days prior to the meeting at which the elections are to be held.
 - ii) Qualifications shall accompany each nomination.
 - iii) Existing Directors shall be eligible for re-election.
 - iv) To be eligible for nomination to the Board a nominee must be a Senior Member of an Association affiliated with Panther's Premier League Netball and Netball NSW.
 - c) Representatives from the Steering Committee which consist of four Members from Penrith Netball Association and two Members from each Blue Mountains and Hawkesbury Netball Associations will form the first board.
 - d) The Board must consist of four Members from Penrith District Netball Association and two each from Blue Mountains and Hawkesbury Netball Associations (at least one of whom must be a Member of that Association Executive Committee).
 - e) The Board may co-opt additional Members as required.
 - f) Directors may hold a maximum of two positions, or an assistant role on the board.
 - g) Not more than one-half of the Members of the Board shall be Members of any one affiliated Association.

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- h)
 - i) The Board shall exercise the functions and powers of the Council between meetings of Council and its decisions shall be subject to ratification by Council at its next meeting.
 - ii) Not less than half of the Members of the Board shall constitute a quorum.
 - iii) The Board is empowered by Council to take appropriate action under the Netball NSW Member's Protection Policy pursuant to this Constitution against any affiliated Association or financial Member of the League.
- i)
 - i) A vacancy of the Board shall be filled by Council from the appropriate association.
 - ii) A vacancy shall be deemed to have occurred in respect of any Director who has failed to attend three consecutive scheduled meetings of the League without reasonable grounds, which shall be determined by the Board.
- j) No Director shall be entitled to receive remuneration for any services as such.

MEETINGS OF THE BOARD

- 18. a) At least four Board Meetings shall be held by the Directors throughout the year.
- b) Should it be necessary to call additional meetings, all Directors shall be notified at least 24 hours prior to the meeting being held.
- c) Should a quorum of the Board be present, an emergency meeting may be convened.

SUB-COMMITTEES

- 19. a) The Chairperson, Vice Chairperson and Secretary shall be ex-officio Members of all sub- committees and panels.
- b) The Council may, from time to time, appoint such sub-committees as it thinks fit and define the functions thereof.

FINANCE

- 20. a) Source of Funds. The funds of the League shall be derived from Membership fees and other fees and donations, levies and, subject to any resolution passed by the League in general meeting, and such other sources as the Board determines.
- b) The banking accounts of the League shall be kept at a financial institution approved by the Board and all outgoings on the accounts shall be signed by any two of the following Directors: Chairperson, Secretary, Director of Finance, one other Director.

- c) The financial year of the League shall commence on 1 July and end on 30 June of the ensuing year.
- d)
 - i) The books of the League shall be lodged each year to a qualified person who is not a Member of the League, to prepare the annual accounts.
 - ii) Annual Accounts shall be presented to each Annual General Meeting.
 - iii) All bank statements to be tabled at each meeting of Council together with a written financial report.
- e) All Netball NSW fees are to be paid by the due date.

EMPLOYEES

- 21. The Board will appoint and determine the terms of employment of all employees to the League. The category of each employee will be defined and approved by the Board. Any employee shall not be an elected Member of the Affiliated Association's Executive Committee.

CUSTODY OF BOOKS

- 22. Except as otherwise provided by these rules, all records, and other documents relating to the League shall be kept under the custody or control of the Secretary.

INSPECTION OF RECORDS

- 23. Any Member of the Council may inspect the accounts and minutes of the League to the extent required by the Act at any reasonable time.

ENFORCEMENT OF CONSTITUTION

- 24. a) The authority of the League shall extend to, and be recognised by, all affiliated Association and individual Members.
- b) The Council delegates its powers to the Board to deal with all matters in relation to the Members Protection Policy.

ALTERATIONS TO CONSTITUTION, BY-LAWS AND STANDING ORDERS

25. a) This Constitution, the Rules and Standing Orders of the League may be altered by resolution passed by a majority of the Members present and voting at an Annual General Meeting or Special General Meeting of the League of which not less than 21 day's written notice specifying the resolution/s to be proposed has been given.
- b) Any alteration made to the Constitution, Rules or Standing Orders of the League shall be forwarded to Netball NSW within 28 days of the meeting at which such alteration was made.

DISSOLUTION OF THE ASSOCIATION

26. a) The League shall not be dissolved except by resolution passed by a majority of the Members present and voting at a Special General Meeting of the League of which not less than 21 days' written notice specifying the resolution to be proposed has been given.
- b) On dissolution of the League, any property whatsoever remaining after the determination and settlement of all debts and liabilities shall be paid or transferred to each affiliated Association to be used in the promotion of Netball within the boundaries of the area referred to in Clause 5.

(updated 28th February 2017)