

Prahran Netball Association Inc.

Reg. No. A14347M



C O N S T I T U T I O N

**(Statement of Purposes and
Rules of Incorporation)**

July 2011

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1. **The name of the Association is Prahran Netball Association Incorporated.**

2. **PURPOSES OF THE ASSOCIATION**

The purposes for which the Association is established are to :

- (a) Provide for the conduct , encouragement, promotion and administration of the Sport of Netball throughout the Association including but limited to :
 - (i) Promoting a greater community awareness of, and enjoyment in Netball and its contribution to sport generally
 - (ii) Promoting, encouraging and providing facilities for the education, practice and play of the Sport of Netball and to raise levels and standards of netball play in the Association (and elsewhere);
 - (iii) Co-operating with and assisting any organization having objects and purposes similar to those of the Association in any manner which may further the interest of netball or the Association generally
- (b) Ensure that a high standard of the Sport of Netball is maintained
- (c) Develop a sense of sportsmanship and a high degree of proficiency in netball competitors
- (d) Collect, distribute and publish information in connection with netball
- (e) Strive for Government, commercial and public recognition of the Association and Netball
- (f) Ensure adoption of and compliance with rules of the Sport of Netball
- (g) Promote the health and safety of competitors
- (h) Encourage competitors to realise their potential and athletic abilities
- (i) Encourage and promote performance-enhancing, drug-free competitions
- (j) To be a communication and administration link between Association and Netball Victoria
- (k) To plan and co-ordinate activities of common interest to the Association and foster co-operation between member Associations through exchange of information, ideas and experiences
- (l) To assist in carrying out the objectives of Netball Victoria
- (m) Undertake and do all such things or activities which are necessary, incidental and conducive to the advancement of these purposes

ASSOCIATION INCORPORATION REGULATIONS and RULES
FOR PRAHRAN NETBALL ASSOCIATIONS INC.

PART ONE

1. NAME

The name of the incorporate Association is Prahran Netball Association Inc (in these rules called "The Association").

2. DEFINITIONS

In these Rules and Statement of Purpose unless the contrary intention appears :

"Financial Year" means the year ending on 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 14.2

"Member" means a member of The Association

"Voting Member" means any member in Rule 9(b)

"The Act" means The Associations Incorporation Act 1981

"The Regulations" means regulations under the Act.

"Office" means the Administration of The Prahran Netball Association Inc., at the Registered Office.

"Intellectual Property" means all rights, subsisting in copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks, relating to The Association or the sport of Netball or any event, competition or activity conducted, promoted and administered by The Association.

"Seal" means the common seal of The Association and includes any official seal of The Association.

Expressions referring to "writing" shall unless the contrary intentions appear, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

- (a) A reference to a function includes a reference to a power, authority and duty; and
- (b) A reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty
- (c) Words importing the singular includes the plural and vice-versa
- (d) Words importing any gender includes the other genders
- (e) References to a person include the legal personal representative, successors and permitted assigns of that person
- (f) A reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same of any legislative authority having jurisdiction).
- (g) Words and phrases defined in the Rules of The Association will apply to the Statement, unless the context otherwise requires.

3. JURISDICTION

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

The Association is established solely for the purposes set out in the Statement of Purposes.

4. POWERS OF THE ASSOCIATION

Solely for furthering the purposes set out above The Association has power to :

- (a) Borrow and raise money in such manner as The Association may think fit;
- (b) Receive money on deposit with or without allowance of interest thereon;
- (c) Invest any monies of The Association, not immediately required for the purposes of The Association, in such manner as may from time to time be determined by The Association
- (d) Do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through by factors, trustees or agents;
- (e) Take any gift of property whether subject to any special trust or not for any one of more of the purposes of The Association;
- (f) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of The Association in the shape of donations, or otherwise.
- (g) Print and publish any newspapers, periodicals, books or leaflets that The Association may think desirable for the promotion of its purposes;
- (h) Appoint, hire, employ, remove, replace or re-instate secretaries, managers, servants, employees and other person in and for the carrying out the purposes of The Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
- (i) Subscribe to any charities and to grant donations for any public purposes;
- (j) Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings or any aspect thereof, of The Association and for those purposes, utilise any of the assets of or held on behalf of The Association;
- (k) Promote any other person or company for any purpose calculated to benefit The Association;
- (l) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit The Association; and
- (m) Do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of The Association.

5. APPLICATION OF INCOME

- (a) The income and property of The Association shall be applied solely towards the promotion of the purposes of The Association as set forth in the Statement of Purposes.
- (b) No portion of the income or property of The Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member.

- (c) The assets and income of The Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of The Association except as bona fide remuneration for the services rendered or expenses incurred on behalf of The Association.

6. LIABILITY OF MEMBERS

The liability of the Members of The Association is limited.

7. INTERPRETATION CLAUSE

- (a) The specification of the purposes of The Association so written, and the powers in Rule 4 of the Rules are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor that any purpose or power which is specified in detail, is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

8. MEMBERS

The rules governing the eligibility for membership of The Association are :

Members of The Association shall be –

Members who have satisfied full financial and State membership requirement of Netball Victoria.

9. VOTING MEMBERSHIP

- (a) Voting membership of The Association is open to all fully financial members of The Association

10. ANNUAL SUBSCRIPTION

There shall be no subscription.

11. ANNUAL SUBSCRIPTION

- (a) The Office Administrator or Prahran Netball Association Inc., shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register shall be available for inspection by members at the Prahran Netball Association Inc.

12. RESIGNATION OF MEMBERS

A member of The Association who has paid all moneys paid and payable by it to The Association may resign from The Association by first giving one month's notice in writing to the Office of her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

13. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes under these rules between :
 - a. A member and another member, or
 - b. A member and The Association
- (b) Within 14 days of the dispute the committee/or appointee shall hold a meeting in the presence of a mediator.
- (c) The mediator must be :
 - a. A person chosen by agreement between the parties; or
 - b. In the absence of agreement
 - (1) In the case of dispute between a member and another member, a person appointed by the Committee of The Association
 - (2) In the case of a dispute between a member and The Association, a person who is independent of both parties.
- (d) A member of The Association can be a mediator
- (e) The mediator cannot be a member who is a party to the dispute
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must :
 - a. Give the parties to the mediation process every opportunity to be heard; and
 - b. Allow due consideration by all the parties of any written statement submitted by any party; and
 - c. Ensure that nature justice is accorded to the parties to the dispute throughout the mediation process
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute via the grievance committee process as outlined in Clause 27 of The Rules.

14. EXPULSION, SUSPENSION OR FINING OF MEMBERS

- (a) Subject to these rules, the Committee of Management may by resolution :
 - i. Expel a member from The Association
 - ii. Suspend a member from membership of the Association for a specific period; or
 - iii. Fine a member in accordance with the regulations – if the Committee of Management is of the opinion that the member –
- b. Has refused or neglected to comply with these rules; or

- c. Has been guilty of conduct unbecoming a member or prejudicial to the interests of The Association.
- (b) A resolution of the Committee of Management under sub-clause (a) –
 - i. Does not take effect unless the Committee of Management at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (c) confirms the resolution in accordance with this clause; and
 - ii. Where the member exercises a right of appeal to The Association under this clause does not take effect unless The Association confirms the resolution in accordance with this clause.
- (c) Where the Committee of Management passes a resolution under sub-clause (a), the Office shall, as soon as practicable, caused to be served on the member a notice in writing –
 - i. Setting out the resolution of the Committee of Management and the grounds on which it is based;
 - ii. Stating that the member may address the Committee of Management at a meeting to be held not earlier than 14 and not later than 28 days after service of the motion;
 - iii. Stating the date, place and time of that meeting;
 - iv. Informing the member that she/he may do one or more of the following;
 - Attend that meeting
 - Give to the Committee of Management before the date of that meeting a written statement seeking the revocation of the resolution;
 - Not later than 24 hours before the date of the meeting, lodge with the Office a notice to the effect that she wishes to appeal to the Association General Meeting against the resolution.
- (d) At the meeting of the Committee of Management held in accordance with sub-clause the Committee of Management –
 - i. Shall give to the member an opportunity to be heard
 - ii. Shall give due consideration to any written statement submitted by the member; and
 - iii. Shall be resolution determine whether to confirm or to revoke the resolution.
- (e) Where Office received a notice under sub-clause (c), they shall notify the Committee of Management and the Committee of Management shall convene a General Meeting of the Association to be held within 21 days after the date on which the Office receives notice.
- (f) At a General Meeting of the Association convened under sub-clause (e)
 - i. No business other than the question of the appeal shall be transacted;
 - ii. The Committee of Management may place before the meeting details of the ground s for the resolution and the reasons for the passing of the resolution;
 - iii. The member shall be given an opportunity to be heard; and
 - iv. The members present shall vote by secret ballot on the question whether resolution should be confirmed or revoked.
- (g) If at the General Meeting –
 - i. Two-thirds of the members vote in person or by postal voting in favour of the confirmation of the resolution, the resolution is confirmed; and
 - ii. In any other case, the resolution is revoked.

15. MEETING OF MEMBERS

15.1 Annual General Meeting

- (a) The Association shall in each calendar year convene an Annual General Meeting of its voting members.
- (b) The Annual General Meeting shall be held on such day as the Committee of Management determines.
- (c) The Annual General Meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of the Annual General Meeting shall be –
 - i. To confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - ii. To receive from the Committee of Management reports upon the transactions of the Association during the last preceding financial year;
 - iii. To receive notification of election of officers of the Association;
 - iv. To receive and consider the statement submitted by the Association in accordance with Section 30 (c) of the Act.
 - v. Notice of any amendment to any constitutional resolutions of which due notice has been given must be lodged with the Office of the Association not later than 8 weeks before the date appointed for the Annual Meeting and circulated to members with the agenda at least 21 days prior to the date of the Annual Meeting.
- (e) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (f) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

15.2 General Meeting

All General Meetings other than the Annual General Meeting shall be called General Meetings.

15.3 Special General Meeting

- (a) The Committee of Management may, whenever it thinks fit, convene a Special General Meeting of the Association and where, but for this sub-clause, more than 15 months would lapse between Annual General Meetings, shall convene a special general meeting before the expiration of that period.
- (b) The Committee of Management shall, on the requisition in writing of 50 per cent of members convene a Special General Meeting of the Association.
- (c) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Office and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (d) If the Committee of Management does not allow a Special General Meeting to be held within one month after the date on which the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by members in pursuance of these rules shall be convened in the same manner as near as possible as that in which those meetings are convened by the Committee of Management and all reasonable expenses in convening the meetings shall be refunded by the Association to the persons incurring the expenses.

15.4 General Meetings Notice

- (a) The Committee of Management shall, at least 21 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each voting member of the Association, at her address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) No business other than set out in the notice convening the meeting shall be transacted at the meeting..
- (c) A member desiring to bring any business before a meeting may give notice of that business in writing to the Office, who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

15.5 Meeting Procedure

- (a) All business that is transacted at a Special General Meeting and the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (b) No item of business shall be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (c) Fifty per cent of voting members personally present (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (d) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 4) shall be a quorum.

15.6 Meeting - Chair

- (a) At the first meeting following the election , the members shall elect one of their number to preside as Chairperson at each General Meeting of the Association.
- (b) If the Chairperson is absent from a General Meeting, the members present shall elect one of their number to preside as Chairperson at that meeting.

15.7 Adjournment of Meetings

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- (c) Except as provided in sub-clause (a) and (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15.8 Voting at Meetings

1. Voting to elect officers of the Association shall be by secret ballot.
2. Otherwise Voting at General Meetings shall be determined on a show of hands, unless before, or on the declaration of the show of hands a poll is demanded. A declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost will be entered in the Minute Book of the Association as evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
3. Where alterations are sought to the Statement of Purposes and Rules the following procedure shall apply :
 - i. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.
 - ii. Notice of any amendment to the Statement of Purposes or Rules shall be lodged with the office of the Association eight (8) weeks before the date appointed for the Annual General Meeting or any General Meeting called to consider the amendments.
 - iii. Details of the amendments shall be circulated to members twenty-eight (28) days prior to the date of the Annual Meeting.
4. Upon any question arising at a General Meeting of the Association, a member has one vote only.
5. All votes shall be given personally at a General Meeting of the Association.
6. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
7. If at a meeting a poll on any question is demanded by not less than five (5) members it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
8. A poll that is demanded on the election of Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
9. A member is not entitled to vote at any General Meeting unless all moneys due and payable by the member to the Association have been paid.

16. MANAGEMENT

16.1 Committee of Management

- (a) The affairs of the Association shall be managed by the Committee of Management constituted as provided in Rule 16.
- (b) i. Shall control and manage the business and affairs of the Association including region administration, general management and funds management.
 - ii May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
 - iii subject to the rules, the regulations and the Act has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

17. Construction of Committee of Management

- (a) All financial members of the Association shall be eligible for election to the position as an Office of the Association.
- (b) The provisions of Rule 18 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (a).
- (c) Each Officer of the Association shall hold office until the Annual General Meeting following the date of the person's election, but is eligible for re-election.
- (d) The Officers of the Association shall be –
 - a. Chairperson
 - b. Secretary
 - c. Treasurer
 - d. And four Ordinary Members of the Prahran Netball Association Inc., who are financial members of the Association.
- (e) The Treasurer of the Association ;
 - a. Shall ensure that the office receives all moneys due to the Association and shall make payments authorised by the Association;
 - b. Shall ensure that the office keeps correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
 - c. The accounts and books referred to in (b) herein shall be available for inspection by members.

18. ELECTIONS

Elections of the Committee of Management

- (a) Nominations of candidates for election as Officers of the Association –
 - i. shall be made in writing, signed by two members of the Association and accompanied by the written consent (which may be endorsed on the form of nomination) of the candidate; and
 - ii. shall be delivered to the Office of the Association by the date specified on the call for nominations
- (b) If a member voting delegate is nominated and subsequently elected to the Committee of Management, then that person shall no longer retain voting delegate status and the member association shall nominate a replacement voting delegate.

19. Voting for Committee of Management

- (a) Where the vote is to elect Officers of the Association :

The returning officer who shall be the Office Administrator shall call for nominations (six) 6 weeks before the date of the Annual General Meeting. All members shall be notified of the call for nominations.

Nominations must be in writing, state the position for which the candidate has nominated, be signed by the candidate and must reach the address of the Association in the call for nominations by the date stated on the call for nominations.

If the number of nominations exceeds the number of positions vacant, the returning officer shall prepare a ballot paper to be given to each member at the Annual General Meeting.

The order on the ballot paper shall be determined by lot.

In order to vote the member shall strike out the names of candidates on the ballot paper so as to leave remaining the required number of names of candidates who the member is supporting.

The returning officer shall count the votes and report the results to the Annual General Meeting.

If insufficient nominations are received by the close of nominations the returning officer must declare those nominated to be elected and further nominations shall be called for.

In applying sub-clause (vii) above the returning office shall establish a time-table to effect nomination, voting and declaration of the vote at the Annual General Meeting. This time-table shall apply only to the provisions of this call for further nomination.

The decision of the returning officer on any matter relating to the elections is final and no appeal shall be brought from that decision.

20. Grounds for Termination of Office

- (a) For the purposes of these rules, the office of an Officer of the Association or of member of the Council becomes vacant if the officer –

Ceases to be a member of the Association

Becomes insolvent under administration within the meaning of the Companies (Victoria) Code; or

Resigns her office by notice in writing given to the Office.

21 Quorum and Procedure at Meetings

(a)The Committee of Management shall meet at least 3 times in each year at such place and such times as the Committee of Management may determine.

(b)Special Meetings of the Committee of Management may be convened by the Chair or by any three (3) of the Members of the Committee of Management.

(c)Notice shall be given to members of the Committee of Management of any special meeting.

(d)Any three members of the Committee of Management constitute a quorum for the transaction of the business of a meeting of the Committee of Management.

(e)No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which it lapses.

(f)At meetings of the Committee of Management –

(i)the Chair shall preside; or

(ii)if the Chair is absent, such one of the remaining members of the Committee of Management as may be chosen by the members present shall preside.

(g)Questions arising at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

(h)Each member at a meeting of the Committee of Management or of any sub-committee appointed by the Committee of Management (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a casting vote.

(i)A resolution in writing signed or assented to by facsimile, or other form of visible or other electronic communication by all the Committee of Management members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the Committee of Management duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee of Management members.

(j)Written notice of each meeting shall be served on each member of Committee of Management by delivering it to her at a reasonable time before the meeting or by sending by pre-paid post addressed to her at her usual or last known place of abode.

22. The Office of the Association

(a) Shall keep minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

(b) Shall receive and record all financial members of the Prahran Netball Association Inc.

23. Signing of Negotiable Instruments

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by such persons and in such a manner as approved by the Committee of Management from time to time.

24. Common Seal

(a) The Common Seal of the Association shall be kept in the custody of the Registered.

(b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee of Management and the affixing of the Common Seal shall be attested by the signatures of two (2) members of the Committee of Management.

ADDITIONAL RULES

25. Service of Notices

(a) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the Register of Members.

(b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

26. Life Membership

Honorary Life Membership of the Association may be awarded to an Officer/Councillor or past Officer/Councillor at an Annual General Meeting in recognition of that Officer's service rendered to the Association. Honorary Life Members shall have no voting rights.

27. Grievance Committee

In the case of a dispute the Committee of Management shall cause to operate a Grievance Committee from time to time who are not involved in any way in the dispute. The Grievance Committee shall hear and/or read all details of the case presented for and on behalf of the Association.

The Grievance Committee shall consist of no less than three (3) and no more than five (5) members.

28. Committees and By-Laws Register

A register shall be kept of Association procedure and By-Laws for Special Events, Representative Teams and all other business transacted by appointed Committees.

29. Public Officer

The duties of the Public Officer who shall be the President, shall be those as listed in The Act.

30. Custody of Books and Other Documents

Except as otherwise provided in these Rules, the office shall keep in its custody or under control all books, documents and securities of the Association.

31. Sources of Funds

The funds of the Association shall be derived from Team fees, donations and such other sources as the Committee of Management determines.

32. Indemnity

(a) Every Committee of Management members, officer, auditor, manager, employee or agent of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by her in her capacity as Committee of Management member, officer, auditor or agent in defending any proceeding, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to her by the Court.

(b) The Association shall indemnify its Committee of Management member, officers, managers and employees against all damages and costs (including legal costs) for which any such Committee of Management member, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct.

(j) In the case of a Committee of Management member or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

(ii) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

33. Addition, Alteration or Amendment

(a) No addition, alteration or amendment shall be made to the Statement of Purposes or the Rules of the Association unless the same has been approved by a Special Resolution in accordance with The Act.

(b) No addition, alteration or amendment shall be made to Rules 34 without the consent of the Minister.

34. Regulations

(a) The Committee of Management may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and netball as it thinks necessary or desirable. Such regulation must be consistent with these Rules and any policy directives of the Committee of Management.

(b) All Regulations made under these Rules shall be binding on the members of the Association.

(c) Amendments, alterations, interpretations or other changes to Regulations shall be advised to members of the Association by means of notice approved by the Committee of Management. Notice shall be binding upon all members.

35. Dissolution

(a) Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up which a member, or within 1 year after ceasing to be a member for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a member, and the costs, charges and expenses of the winding up and for adjustment of the rights of contributors among themselves such amount as may be required not exceeding twenty dollars (\$20.00).

(b) If upon winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Association and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members and which is similarly exempt from income tax. Such body or bodies to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

36. Miscellaneous

(a) A limit of \$10,000.00 of Association funds may be allocated at the discretion of the Committee. Expenditure over this amount requires application and approval at a General Meeting.