



Associations Incorporation Act 2009 (NSW) (Act).

North Coast Shield Incorporated Constitution

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ASSOCIATIONS INCORPORATION ACT 2009 (NSW)**CONSTITUTION****NORTH COAST SHIELD INCORPORATED****1. NORTH COAST SHIELD**

The name of the Association is North Coast Shield Incorporated.

2. DEFINITIONS AND INTERPRETATION**2.1 Definitions**

In this Constitution unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 2009 (NSW)*.

‘Board’ means the body managing the North Coast Shield Association and consisting of the directors (previously known as committee).

“Constitution” means this Constitution of the Association.

“Delegate” means an authorised nominated director who represents each Member Association and is the main communication link between the Board of NCS and the Member Association.

“Director” means a Member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“General Meeting” means the annual or any special general meeting of the Association.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

‘Life Member’ means an Individual appointed as a Life Member of the Association under **clause 5.2**.

‘Local area’ means the geographical area for which the Association is responsible as recognised by the state organisation for North Coast Shield of which the Association is a Member.

‘Member’ means a member of the Association being a Life Member or a Member Association.

‘Member Association’ means a Basketball NSW registered, financial local basketball association affiliated with North Coast Shield Incorporated who has had their application approved by the Board and has paid the membership fee in accordance with **clause 6.1 (b)**.

‘NSO’ means the National Sporting Organisation being Basketball Australia.

‘Objects’ means the Objects of the Association in **clause 3**.

‘Public Officer’ means the person appointed to be the public officer of the Association in accordance with the Act.

‘Register’ means a register of Members kept and maintained in accordance with **clause 7**.

‘Regulations’ means rules, by-laws, notices, bulletins and like documents issued by the Board for the guidance and information of members

‘Seal’ means the common Seal of North Coast Shield Association (if any).

‘Special Resolution’ means a Special Resolution defined in the Act.

‘NSO’ means Basketball Australia Association Ltd (BA).

‘SSO’ means the State Sporting Organisation being Basketball New South Wales Association Ltd (BNSW).

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (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 include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) 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 or any legislative authority having jurisdiction); and
- (h) a reference to "writing" shall unless the contrary intention appears, 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, meetings via video and notices posted on social media.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down 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 this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Association is established solely for the Objects. The Objects of the Association are established to:

- (a) conduct, encourage, promote, advance and administer basketball or associated activities throughout the local area, this may include affiliating and when necessary disaffiliating local clubs. Where Associations have clubs they should set out guidelines of operation in Association By-Laws;
- (b) act, at all times, on behalf of and in the interest of the Member Associations and basketball in the regional area of North Coast of NSW
- (c) affiliate and otherwise liaise with BNSW of which the Association is a Member and adopt their rules and policy frameworks to further these Objects

- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of basketball as may be determined from time to time by BNSW or if and as may be necessary for the management and control of basketball and related activities in New South Wales;
- (e) advance the operations and activities of the Association throughout the local area;
- (f) have regard to the public interest in its operations;
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects; and
- (h) The ancillary objects of the Association, which are solely for the purpose of carrying out its objects are:

to establish uniform regulations for the management and playing of basketball in their association;

to hear and adjudicate upon appeals/grievances from the decisions of officials/committees of the Association;

to suspend, impose and enforce penalties, disqualify or otherwise deal with any Member;

to select and send teams, players and officials to represent the Association;

to make rules or by-laws on matters authorised by or necessary or convenient to give effect to these objects, but not rules or by-laws which are inconsistent with these objects;

to call for, receive and deal with reports from the officials/committees;

to keep authentic records of all matters appertaining to basketball and associated activities and to keep records of Members;

to hold or arrange competitions and provide or contribute towards the provision or prizes, awards and distinctions for them (but no member of the Association may receive from the Association any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association); and

to subscribe to, become a member of, and co-operate with or amalgamate with, any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association, but the Association must not amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as done by clause 33.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. MEMBERS ®

5.1 Members ®

The Members of the Association shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings, the Association shall be responsible to register all such members each year with BNSW;
- (b) Individual Member Associations in the North Coast of NSW, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings through representation of a delegate from that member association serving as a director; and

5.2 Life Members

- (a) The Board may recommend to the annual general meeting that any natural person who has rendered distinguished service to the Association be appointed as a Life Member.
- (b) For the purposes of 'rendered distinguished service' shall be restricted to those who have contributed to the control, promotion, integration, or fostering of participation and development of basketball by their participation in the Association for a period of five (5) years and who, have set an exemplary standard of behaviour on and off the court and are nominated by a member to the Board for election at an annual general meeting of the Association
- (c) Names of nominees for life membership shall be submitted to the Secretary at least fourteen (14) days prior to the annual general meeting at which such nominees are proposed for election for life members.
- (d) A resolution of the annual general meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the Board must be a Special Resolution and must be passed by at least three fourths of those members attending and eligible to vote
- (e) Not more than two (2) life members shall be elected at any one annual general meeting.
- (f) A person must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

6. MEMBER ASSOCIATION APPLICATION ®

6.1 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed by NCS or on a form approved by BNSW after discussion with the Association, from the applicant or their nominated representative and lodged with the Association; and
- (b) accompanied by the appropriate fee of \$150 which is a one-off payment and non-refundable.

6.2 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether the applicant has complied with the requirements in **clause 6.1** or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the Member Association shall become a Member and must provide a Delegate who is a Director of the association to secure membership and continue participation of their local Associations in the competition. Membership shall be deemed to commence upon acceptance of the application by the Association. The Register shall be amended accordingly as soon as practicable.
- (c) Where the Association rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

6.3 Renewal

Members (other than Life Members whose membership will be renewed annually by the Association) must renew their membership annually in accordance with the procedures set down by the Association in Regulations from time to time.

6.4 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Association shall be deemed Member Associations from the time of approval of this Constitution under the Act.
- (b) Any Members of the Association, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7. REGISTER OF MEMBER ASSOCIATIONS ®

7.1 Association to Keep Register

The Association shall keep and maintain a Register in which shall be entered (as a minimum- See Basketball NSW Registration System By-Laws s7.3 and the accompanying Registration Manual s1.9 for its essential data requirements):

- (a) the full name of the Association, the current list of Member Association board members, address, date of registration paid and registration expiry date and type/category of membership of each current director of the Member Association; and
- (b) where applicable, contact details and the date of termination of membership of any Member.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the Association and that they are bound by this Constitution and the Regulations.
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and the Regulations they are subject to the jurisdiction of the Association, and BNSW.
- (d) the Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of North Coast Shield and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

9. DISCONTINUANCE OF MEMBERSHIP

9.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association.
- (b) Once the Association receives a notice of resignation of membership given under **clause 9.1(a)**, it must make an entry in the Register that records the date on which the Member Association ceased to be a Member.

9.2 Discontinuance for Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution and the Regulations, including, but not limited to, the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee or failure to provide a delegate for their Member Association.
- (b) Membership shall not be discontinued by the Board under **clause 9.2(a)** without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under **clause 9.2(a)** by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this **clause 9.2** as soon as practicable.

9.3 Member to Re-Apply

A Member whose membership has been discontinued under **clauses 9.1 or 9.2**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

9.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

9.5 Membership may be Reinstated

Membership which has been discontinued under this **clause 9** may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

9.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded under the following conditions: the Association component of any fee paid is at the discretion of the Association, this may be on a pro-rata basis, the BNSW component cannot be refunded if the member has participated in a game of basketball to the Member upon discontinuance.

10. DISCIPLINE ®

- (a) The Board may commence or cause to be commenced disciplinary proceedings against a Member Association who has allegedly:

- (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Board or any duly authorised committee
- (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Association or
- (iii) brought the Association, any other Member Associations into disrepute.

That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations.

- (b) The Board may appoint an independent person or a Disciplinary Committee to deal with any disciplinary matter referred to it. Such an independent person or Disciplinary Committee may operate in accordance with the procedures set out in the BNSW's Disciplinary Tribunal by-laws and Procedures of BNSW.

11. EXISTING DIRECTORS

The Members of the administrative or governing body (by whatever name called) of the Association in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

12. POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed and the powers of the Association shall be exercised by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the local area.

13. COMPOSITION OF THE BOARD

13.1 Composition of the Board

The Board shall comprise:

- (a) A minimum of seven (7) elected directors and a maximum of fifteen (15) elected directors who must all be registered with Basketball NSW and endorsed by their Member Association and who shall be elected under **clause 14**;

13.2 Election and Appointment of Directors ®

- (a) The elected Directors shall be elected under **clause 14**.

14. ELECTED DIRECTORS

14.1 Nomination for Board ®

- (a) Nominations for elected Director positions shall be called for thirty (30) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Board from time to time.
- (b) Nominees for elected Director positions must declare any position they hold in Basketball Australia or BNSW.

14.2 Form of Nomination

Nominations must be:

- (a) in writing by the nominee;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) delivered to the Association not less than fourteen (14) days before the date fixed for the annual general meeting and
- (d) a nominated person cannot be an employee of the Association.

14.3 Elections ®

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **clause 14.3(a)**, the positions will be deemed casual vacancies under **clause 15.1** and nominations can then be received from the floor.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.
- (e) Four (4) positions of Directors will be designated as President, Vice-President, Treasurer and Secretary and these positions will rotate in the following order; President and Treasurer will remain for the first period of two years whilst the Vice-President & Secretary's position will be initially for one year, then will be filled for two years under **clause 15.4 (b) & (c)**

14.4 Term of Appointment for Elected Directors

- (a) Directors without positions detailed in **clause 15.3 (e)** elected under **clause 14** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to early retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Following the adoption of this Constitution, no person who has served as an elected Director for a period of four (4) consecutive full terms shall be eligible for election as an elected Director until the next annual general meeting following the date of conclusion of his last term as an elected Director unless voted by majority of the Board.

15. VACANCIES ON THE BOARD

15.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

15.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health
- (d) resigns his office in writing to the Association
- (e) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months
- (f) holds any office of employment with the Association without the approval of the Board
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of that interest
- (h) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association
 - (i) has brought the Association into disrepute
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

15.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act to fill these vacancies.

16. MEETINGS OF THE BOARD

16.1 Board to Meet

- a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A director may at any time convene a meeting of the Board within reasonable time.

16.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of directors shall for all purposes be deemed a determination of the Board. All directors (including the Chairperson) shall have one vote on any question. Where voting is equal, the motion will be lost.

16.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the directors is not physically present at the meeting, provided that:

- (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
- (ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that directors are not required to be present in person.
- (iii) If a failure in communications prevents **clause 18.3(b)(i)** from being satisfied by the number of directors which constitutes a quorum, and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 18.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (iv) Any meeting held where one or more of the directors is not physically or electronically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

16.4 Quorum

At meetings of the Board the number of Directors whose presence is required in person or online to constitute a quorum is a minimum seven (7) committee members and a minimum of three (3) Member Associations represented in person.

16.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than four (4) days prior to such meeting.

16.6 Chairperson

The Board shall appoint a chairperson from among its number. The chairperson shall be the nominal head of the Association holding the positions of President and will act as chair of any Board meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

16.7 Conflict of Interest ®

A Director shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Board, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

16.8 Disclosure of Interests

- (a) The nature of the interest of a director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the director becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

16.9 General Disclosure

A general notice stating that a director is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 16.8**. After the distribution of the general notice, it is not necessary for the director to give a special notice regarding any particular transaction with that firm or company.

16.10 Recording Disclosures ®

Any declaration made, any disclosure or any general notice given by a director in accordance with **clauses 18.7, 16.8** and/or **16.9** must be recorded in the minutes of the relevant meeting.

17. DELEGATIONS ®

17.1 Board May Delegate Functions

The Board may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

17.2 Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Association in a General Meeting.

17.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

17.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 16**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Board.

17.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

17.6 Revocation of Delegation

At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

18. SEAL

- (a) The Association may have a Seal upon which its corporate name shall appear in legible characters.

- (b) The Seal shall not be used without the express authorisation of the Board. Every use of the Seal shall be recorded in the Association's minute book. Two directors must witness every use of the Seal, unless the Board determines otherwise.

19. ANNUAL GENERAL MEETING

- (a) The Association's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board.
- (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

20. SPECIAL GENERAL MEETINGS

20.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

20.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when four (4) Members (no less) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Association, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member and Member Association entitled to receive notice. Notices shall be sent to the addresses appearing in the Association's Register. The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- (c) At least ten (10) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.
 - (iii) Any Notice of Motion proposed by the Board
- (d) Notice of every general meeting shall be given in the manner authorised in **clause 36**.

22. BUSINESS

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Board and auditors, the election of directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **clause 22**, shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

23. NOTICES OF MOTION

Member Associations entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Association no less than seven (7) days (excluding receiving date and meeting date) prior to the general meeting.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business shall be transacted at any general meeting unless a quorum is present either in person or via online at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be **seven (7)** Members.

24.2 Chairperson to Preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every general meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another director to preside as chairperson for that meeting only.

24.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **clause 24.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 Voting Procedure

At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of the Members.

24.5 Recording of Determinations

Unless a poll is demanded under **clause 24.4**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Association's book of proceedings.

24.6 Where Poll Demanded

If a poll is duly demanded under **clause 24.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

25. VOTING AT GENERAL MEETINGS ®

25.1 Directors Entitled to Vote

Each director shall be entitled to one vote at General Meetings.

25.2 Chairperson Not to Exercise Casting Vote

Where voting at General Meetings is equal, the motion will be lost.

25.3 Proxy Voting

A Director shall be entitled to appoint in writing a natural person who is also a Director of their Member Association to be their proxy and attend and vote at any General Meeting of the Association, with each Member Association via delegate attending the AGM being able to hold one (1) proxy vote.

25.4 Postal Voting

No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

26. GRIEVANCE PROCEDURE ®

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties. The Board may appoint a Director or independent person to conduct the initial investigation and make decisions, in relation to the grievance, on behalf of the Board. The aggrieved person/s may approach the full Board should they feel that their matter remains unresolved. If the matter still remains unresolved then the procedure in clause 28. (c) should be implemented.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent person or tribunal established by the BNSW in accordance with the procedures determined by BNSW from time to time.

- (d) The Board may prescribe additional grievance procedures in the Regulations consistent with this **clause 28.**

27. RECORDS AND ACCOUNTS

27.1 Records

The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Association and the Board). It shall produce these as appropriate at each Board or general meeting. The records must be of Digital format.

27.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary. The books must be of Digital format.

27.3 Board to Submit Accounts

The Board shall submit the Association's statements of account to the Member Associations at the annual general meeting in accordance with this Constitution and the Act.

27.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

27.5 Accounts to be Available to Members

The Secretary shall cause to be made available to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any) on the Association's website at least 14 days prior to such meeting or emailed if requested.

27.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines.

28. AUDITOR

- (a) For Tier 1 Associations – over \$250,000 income per annum a properly qualified auditor or auditors shall be appointed by the Association in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Association in a general meeting. For Tier 2 Associations – under \$250,000 income per annum a financial statement by an independent assessor is required when the Board orders it.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or assessor, whichever the case maybe, when the Board states it is necessary.

29. PUBLIC OFFICER

- (a) The elected Public Officer of North Coast Shield Incorporated is responsible for all dealings with the Office of Fair trading in relation to this Association.

- (b) The Public Officer shall continue to be the Public Officer of North Coast Shield unless an application is received at the Annual General Meeting after the new committee is voted in and a majority vote of all new directors will decide.
- (c) The Public Officer has no voting rights at any meeting including the AGM.

30. INCOME

- 30.1 Income and property of the Association shall be derived from such sources as the Board determines from time to time.
- 30.2 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 30.3 Except as prescribed in this Constitution or the Act:
 - (a) 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 Association
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- 30.4 Payment in good faith of or to any Member Association can be made for:
 - (a) any services actually rendered to the Association whether as an employee, director or otherwise
 - (b) goods supplied to the Association in the ordinary and usual course of operation
 - (c) interest on money borrowed from any Member
 - (d) rent for premises demised or let by any Member to the Association; or
 - (e) any out-of-pocket expenses incurred by a Member on behalf of the Association.

Nothing in **clauses 30.2 or 30.3** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Member undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

32. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to BNSW to be held in Trust. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Association by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution at a General Meeting.

34. REGULATIONS

34.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and North Coast Shield in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Board and those of BNSW.

34.2 Regulations Binding

All Regulations are binding on the Association and all Members.

34.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

34.4 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Association. The Association shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

35. STATUS AND COMPLIANCE OF ASSOCIATION

35.1 Recognition of Association

The Association is a Member of the state bodies for North Coast Shield and is recognised by those bodies as the entity responsible for the delivery of North Coast Shield in the local area and is subject to compliance with this Constitution. The state bodies' Constitution shall continue to be so recognised and shall administer North Coast Shield in the local area in accordance with the Objects.

35.2 Constitution of the Association

This Constitution will clearly reflect the Objects of the region and state bodies for North Coast Shield and will conform to the Constitutions of those bodies, subject always to the Act

35.3 BNSW

The association may not resign, disaffiliate or otherwise seek to withdraw from its state body without approval by special resolution.

36. NOTICE

- (a) Notices may be given by the Association to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

37. INDEMNITY

- (a) Every director and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Association shall indemnify its directors and employees against all damages and losses (including legal costs) for which any such director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (ii) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the Association; or
- (b) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Association.

38. INSURANCE

- (a) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (b) In addition to the insurance required under clause (a), the Association may effect and maintain other insurances.
- (c) The Association should be aware of the insurances and their coverage gained under the insurances via the BNSW Registration System.

39. FINANCIAL YEAR

The financial year of the Association runs from 1 January one year to 31 December the same year.