

Sunshine State Men's And Mixed Netball Association Inc Covering Note to Proposed Constitution – March 2025

Given that Sunshine State Men's And Mixed Netball Association Inc is incorporated under the *Associations Incorporation Act 1981* (the Act), the organisation must operate according to a set of rules, which are consistent with the Act and the *Associations Incorporation Regulation 1999*. These rules are referred to as a constitution.

The association has engaged governance consultants CPR Group to develop a new constitution. As part of this process, CPR Group has completed an assessment of the association's existing constitution and identified some areas in the document that now require updating.

The association's proposed new constitution, which reflects the contemporary provisions of good governance, is proposed to supersede the existing constitution, once adopted by members and registered with the Office of Fair Trading (OFT). Members of the association are invited to provide feedback on the draft.

The table below provides a summary of key components of the proposed new constitution. **Note: all aspects of the proposed new constitution adhere to the *Associations Incorporation Act 1981* (as amended).**

Changes made to align the proposed constitution with the *Associations Incorporation Act 1981*

General

- Modernised objects and powers to align with the association's strategic direction.

Membership

- Classes of membership specified in the new constitution are:
 - full members; (voting, eligible for management committee)
 - junior members; (non-voting, ineligible for management committee)
 - life members. (voting, eligible for management committee)
- A procedure for the nomination of prospective life members is included.
- It is the duty of management committee members to prevent insolvent trading and it is considered essential that the management committee has the power to fulfil its statutory fiduciary duties. Therefore, all fees are set by the management committee, in line with good business practice. This is very common amongst not-for-profit sporting and community organisations.
- An applicant who applies for membership and has their application rejected, has no right to appeal this rejection. Note: this only applies to applicants who are not already members.
- An existing member, who has their application for membership renewal rejected, has the right to appeal the rejection.
- Taking account of privacy considerations, the proposed new constitution stipulates that the association's register of members is only open for inspection by the secretary, the management committee and any other person authorised by the management committee.
- Appeal timeframes are now as short as possible to deal with any disciplinary issues promptly and to better provide for natural justice. Rather than calling a general meeting to hear an appeal against the management committee's decision to terminate or suspend a member's membership, the appeal would instead be heard by an appeals panel.

- Grievance and mediation procedures have been included to ensure compliance with the Act.

Management committee

- The management committee must have between five and seven members, in line with best practice of an efficient, streamlined management committee. The positions of president and treasurer are listed, along with between three and five other members elected at a general meeting. This does not prevent the association from keeping current management committee roles, but instead provides flexibility to the structure of the committee.
- Terms of management committee members have changed to two years.
- In line with best practice a clause is introduced to forbid any employees of the association from simultaneously holding office as a management committee member.
- Clarification of legal duties of management committee members, including the duty to:
 - disclose material personal interests;
 - exercise care and diligence;
 - act in good faith;
 - not improperly use positions or information to gain benefit; and
 - prevent insolvent trading.
- Additional provisions relating to material personal interests of management committee members, as well as declaration of any remuneration paid to senior employees and management committee members, have been added.
- Additional clauses have been included concerning the removal of management committee members in line with legislation and best practice. This includes the requirement for all management committee members to have a Working With Children check (Blue Card) as required by legislation.
- The current management committee election processes have been retained.
- Any eligible (ordinary or life) member may be nominated for a management committee position by two other members of the association who are eligible to vote at general meetings.

Meetings

- Management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to take part in discussion and debate.
- The management committee must meet at least once every four months. The management committee is able to continue meeting more regularly than this, as per current practice. If the management committee is unable to hold a meeting, a written resolution may be agreed in writing.
- Under the proposed new constitution, the quorum for any management committee meeting is more than 50% of the management committee.
- The quorum for an any general meeting is the number of eligible voting members equal to the number of management committee members plus one (for example, if there are seven members on the management committee, 8 voting members [7 + 1] are required). This aligns with the minimum quorum requirements outlined in the Act.
- In order to request a general meeting, a certain number of eligible voting members must sign a request and submit to the secretary. The required number of signatures is equal to the number of management committee members plus one (for example, if there are seven members on the management committee, 8 voting member signatures [7 + 1] are required).

- At meetings of the management committee and at general meetings, any question arising is to be decided by a majority vote of those present and voting and, if the votes are equal, the question is decided to maintain the status quo. There is no casting vote for the chairperson.

Finance

- The association's financial year end date will now be 30 June in each year and the association's AGM must be held within 6 months of this date.

Winding Up

- In the event that the association is wound up, no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the association in their possession and payment of any outstanding fees or levies.