



CONSTITUTION OF SOUTH UPWEY NETBALL CLUB INCORPORATED

Incorporation No: A0004232F

Updated 2025

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CONSTITUTION OF SOUTH UPWEY NETBALL INCORPORATED

1. Name

The name of the incorporated body shall be and be referred to in this constitution as *South Upwey Netball Club*.

2. Purposes

The purposes of South Upwey Netball Club are to:

1. Conduct, promote, and administer netball in the local area;
2. Advance netball in the local area through development programs and the acquisition of relevant grants and or funds;
3. Provide a safe and quality sporting, volunteer, and spectator experience for its members;
4. Operate as a not for profit organisation to provide netball participation for its members;
5. Act on behalf of and in the interest of its members and the local community in relation to netball;
6. Affiliate and liaise with the parent body of which the Club is a member and adopt their rules; and
7. Undertake appropriate management to advance these Purposes.

3. Financial year

The financial year of South Upwey Netball Club is each period of 12 months ending on December 31.

4. Definitions

1. In this constitution, unless the contrary intention appears—

- **Committee** means the committee of management of South Upwey Netball Club;
- **Financial year** means the year ending on 31 December
- **General meeting** means a general meeting of members convened in accordance with rule 13;
- **Member** means a member of South Upwey Netball Club as defined in rule 3;
- **General member** of the committee means a member of the committee who is not an executive of South Upwey Netball Club under rule 16;
- **Regulations** mean regulations under the Act;
- **Relevant documents** have the same meaning as in the Act;
- **The Act** means the Associations Incorporation Reform Act 2012 and includes any

regulations made under that Act.

2. In this constitution, a reference to the **Secretary** of South Upwey Netball Club is a reference.
 - a. if a person holds office under these Rules as Secretary of the South Upwey Netball Club—to that person; and,
 - b. in any other case, to the President of South Upwey Netball Club.

5. Powers of Association

Solely for furthering the Objects South Upwey Netball Club has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Corporations Act.

6. Not for profit organisation

1. South Upwey Netball Club must not distribute any surplus, income or assets directly or indirectly to its members.
2. Sub rule (1) does not prevent South Upwey Netball Club from paying a member
 - a. Reimbursement for expenses properly incurred by the member; or
 - b. For goods or services provided by the member

If this is done in good faith on terms no more favourable than if the member was not a member.

7. Memberships

The rules governing the eligibility for membership of South Upwey Netball Club are:

1. Application of Membership
 - a. An application of a person for membership of South Upwey Netball Club shall be accepted on payment of any fees set for that current year (if required by membership type)
 - b. The committee has the right to determine whether to approve or reject any application for membership.
2. Fees
 - a. The Committee shall determine from time to time any fees payable by members or classes of members, the benefits which apply to, the time for, the duration of, and the manner of payment.
 - b. The Committee may determine that any new members who join after the start of a competition season, for that competition season, pay a fee equal to:

- i. The full fee; or
- ii. A pro-rata fee based on the remaining part of the competition season; or
- iii. A fixed amount determined from time to time by the Committee or part thereof.

3. Types of Members

- a. **Members** of South Upwey Netball Club shall be playing members, non-playing members, committee members and life members, and other categories of membership as the South Upwey Netball Club committee shall from time to time determine.
- b. A **Playing Member** shall mean and include all persons registered as players, competing in any and all competitions representing South Upwey Netball Club Incorporated, who has paid their annual fees payable under these Rules.
- c. A **Non Playing Member** shall mean and include all persons registered as umpires, coaches, Committee members and/or any other non playing individual, who has paid their annual fees payable under these Rules and who is representing South Upwey Netball Club in any and all competitions
- d. A **Life Member** shall mean and include members elected as Life Members by South Upwey Netball Club as hereinafter provided.
- e. **Other Members** shall mean and include all parents and/or guardians designated on the registration form of a Playing Member and/or a Non-playing Member aged 17 years or under.
 - i. Such other category or categories of Members as determined by the Committee from time to time.
 - ii. An individual may hold membership under more than one of the above categories simultaneously.

4. Voting Rights

- a. Voting Rights of South Upwey Netball Club are open to:
 - i. any member aged 18 years or above shall be entitled to one vote
 - ii. any member aged 17 years or under shall be entitled to one vote, which must be made only by one parent or guardian as designated on the registration form of the member for that calendar year.
 - iii. other Members (Rule 3e.) and Life Members (Rule 3d.) are not entitled to vote unless in accordance with sub rule (4ai).
 - iv. any member entitled to vote shall only be entitled to one vote, including any member whose membership falls into several membership categories.
- b. Voting rights of a person by reason of membership of South Upwey Netball Club:

- i. are not capable of being transferred or transmitted to another person; and
- ii. terminate upon the termination of membership whether by death or resignation or otherwise

5. Effect of Membership

a. Members acknowledge and agree that:

- i. This Constitution constitutes a contract between each of them and South Upwey Netball Club and that they are bound by these Rules.

b. General rights of members

- i. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- ii. to attend and be heard at general meetings;
- iii. to submit items of business for consideration at a general meeting;
- iv. to vote at general meetings;
- v. to inspect the register of members;
- vi. to have access to the minutes of general meetings and other documents of South Upwey Netball Club as provided under rule 30

6. Register of Members

a. The Secretary must keep and maintain a register of all members containing:

- i. the name, date of birth and address of each member; and,
- ii. any other information determined by the Committee
- iii. The register is available for inspection free of charge by any member upon reasonable request, at the discretion of the Committee.

7. Ceasing membership

- a. The membership of a person ceases on resignation, expulsion or death
- b. If a person ceases to be a member of South Upwey Netball Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members

8. Resigning membership

- a. A member of South Upwey Netball Club who has paid all moneys due may resign from the club by giving written notice to the club of his or her intention to resign and upon receipt of notice the member will cease to be a member.

9. Discipline, Suspension and Expulsion of Members

- a. Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of South Upwey Netball Club, the committee may by resolution:
 - i. Suspend that member from membership of South Upwey Netball Club for a specified period; or
 - ii. Expel that member from South Upwey Netball Club
- b. A meeting of the committee to confirm or revoke a resolution passed under subrule (9a) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub rule (9d).
- c. For the purposes of giving notice in accordance with sub rule (9b), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - i. Setting out the resolution of the committee and the grounds on which it is based; and stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - ii. Stating the date, place and time of that meeting; and
 - iii. Informing the member that he or she may do one or both of the following:
 - Attend that meeting;
 - Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to South Upwey Netball Club in a general meeting against the resolution.
- d. At a meeting of the committee to confirm or revoke a resolution passed under sub rule (9a), the committee must:
 - i. Give the member and complainant an opportunity to be heard; and
 - ii. Give due consideration to any written statement submitted by the member and complainant;
 - iii. Allow the member and the complainant to have an adult representative, which representative shall not be legally trained or qualified; and
 - iv. Determine by resolution whether to confirm or to revoke the resolution.

- e. If, at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to South Upwey Netball Club in general meeting against the resolution.
- f. If the Secretary receives a notice under sub rule (9e), he or she must notify the committee and the committee must convene a general meeting of South Upwey Netball Club to be held within 21 days after the date on which the Secretary received the notice.
- g. At a general meeting of South Upwey Netball Club convened under sub rule (9f):
 - i. No business other than the question of the appeal may be conducted; and
 - ii. The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - iii. The member, or his or her representative, must be given an opportunity to be heard; and
 - iv. The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - v. A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

10. Grievance Procedure - Disputes and Mediation

- a. The grievance procedure set out in this rule applies to disputes under these Rules between:
 - i. A member and another member; or
 - ii. A member and the Committee
 - iii. A member and South Upwey Netball Club
- b. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- c. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- d. 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 10 days, hold a meeting in the presence of a mediator.
- e. The mediator must be
 - i. A person having knowledge and expertise in relation to netball

- ii. person chosen by agreement between the parties; or
- iii. In the absence of agreement:
 - In the case of a dispute between a member and another member, a person appointed by the committee of South Upwey Netball Club; or
 - In the case of a dispute between a member and the Committee or South Upwey Netball Club, a person who is a mediator appointed by such independent mediation service as is determined by the President.
- iv. A member of South Upwey Netball Club can be a mediator.
- v. The mediator cannot be a member who is a party to the dispute.
- vi. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- vii. The mediator, in conducting the mediation, must:
 - Give the parties to the mediation process every opportunity to be heard; and
 - Allow due consideration by all parties of any written statement submitted by any party; and
 - Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - Allow each of the parties to have an adult representative, who is not already a party to the dispute, and who shall not be legally trained or qualified.
- viii. The mediator must not determine the dispute.
- ix. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

8. Annual General Meetings

- a. The committee may determine the date, time and place of the annual general meeting of South Upwey Netball Club
- b. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- c. The ordinary business of the annual general meeting shall be:
 - i. To confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - ii. to receive from the committee reports upon the transactions of South Upwey Netball Club during the last preceding financial year; and
 - iii. To elect executives of South Upwey Netball Club and the general members of the committee; and

- iv. to receive and consider the statement submitted by South Upwey Netball Club in accordance with section 30(3) of the Act.
- v. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules

9. Special General Meetings

- a. In addition to the annual general meeting, any other general meetings may be held in the same year.
- b. All general meetings other than the annual general meeting are special general meetings.
- c. The committee may, whenever it thinks fit, convene a special general meeting of South Upwey Netball Club
- d. If, but for this sub rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- e. The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of South Upwey Netball Club
 - i. The request for a special general meeting must:
 - State the objects of the meeting; and
 - Be signed by the members requesting the meeting; and
 - Be sent to the address of the Secretary.
 - ii. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
 - iii. If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by South Upwey Netball Club to the persons incurring the expenses.

10. Notice of General Meetings

- a. The Secretary of South Upwey Netball Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of South Upwey Netball Club, must cause to be sent to each member of South Upwey Netball Club, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

- b. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- c. A member intending to bring any business before a meeting may notify in writing, the Secretary of that business, who must include that business in the notice calling the next general meeting.

11. Quorum at General Meetings

- a. No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- b. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- c. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - i. In the case of a meeting convened upon the request of members—the meeting must be dissolved; and
 - ii. In any other case—the meeting 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.
- d. 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 personally present (being not less than 3) shall be a quorum.

12. Presiding at General Meetings

- a. The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of South Upwey Netball Club
- b. If the President and the Vice President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

13. Voting at General Meetings

- a. Upon any question arising at a general meeting of South Upwey Netball Club, a member has one vote only as referred to in sub rule 7(4).
- b. All votes must be given personally and proxy votes are not permitted.

14. Manner of determining whether resolution carried

- a. If a question arising at a general meeting of the South Upwey Netball Club is determined on a show of hands –
- b. A declaration by the Chairperson that a resolution has been:
 - i. Carried; or
 - ii. Carried unanimously; or
 - iii. Carried by a particular majority; or
 - iv. Lost; and
- c. An entry to that effect in the minutes of the South Upwey Netball Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution

15. Committee of Management

- a. The affairs of South Upwey Netball Club shall be managed by the committee of management.
- b. Subject to section 23 of the Act, the committee shall consist of:
 - i. The Executives of South Upwey Netball Club; and
 - ii. Two or more general committee members
- c. Each of whom shall be elected at the annual general meeting of South Upwey Netball Club in each year.
- d. The committee:
 - i. Shall control and manage the business and affairs of South Upwey Netball Club; and
 - ii. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by South Upwey Netball Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of South Upwey Netball Club; and
 - iii. Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of South Upwey Netball Club
- e. Committee members and former committee members must not make improper use of:
 - i. Their position; or
 - ii. Information acquired by virtue of holding their position –

- iii. so as to gain an advantage for themselves or any other person or to cause detriment to the South Upwey Netball Club

(Note – see also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated body)

16. Executive Committee

- a. The executives of South Upwey Netball Club shall be:
 - i. President;
 - ii. Vice President;
 - iii. Treasurer; and
 - iv. Secretary.
- 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 referred to in sub rule (16a).
- c. Each officer of South Upwey Netball Club shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election
- d. In the event of a casual vacancy in any office referred to in sub rule (16a), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment

17. General Members of the Committee

- a. Subject to these Rules, each general member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- b. In the event of a casual vacancy occurring in the office of a general member of the committee, the committee may appoint a member of South Upwey Netball Club to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

18. Election of Executives and General Committee Members

- a. Nominations of candidates for election as executives of South Upwey Netball Club or as general members of the committee must be—
 - i. made in writing, signed by a member of South Upwey Netball Club and

accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- ii. Delivered to the Secretary of the South Upwey Netball Club prior to the date fixed for the holding of the annual general meeting.
- iii. A candidate may only be nominated for one executive position, or as a general member of the committee, prior to the annual general meeting.
- b. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- c. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- d. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held
 - i. The ballot for the election of executives and general members of the committee must be conducted at the annual general meeting in such manner as the committee may direct

19. Vacancies

- a. The office of an executive of South Upwey Netball Club, or of a general member of the committee, becomes vacant if the executive or general member of the committee —
 - i. Ceases to be a member of the South Upwey Netball Club; or
 - ii. Becomes an insolvent under administration within the meaning of the Corporations Act; or
 - iii. Resigns from office by notice in writing given to the Secretary.

20. Meetings of the Committee

- a. The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- b. Special meetings of the committee may be convened by the President or by any four (4) members of the committee.

21. Notice of committee meetings

- a. Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- b. Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

22. Quorum for committee meetings

- a. Any four (4) members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- b. No business may be conducted unless a quorum is present.
- c. If within half an hour of the time appointed for the meeting a quorum is not present—
 - i. In the case of a special meeting—the meeting lapses;
 - ii. In any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- d. The committee may act notwithstanding any vacancy on the committee.

23. Presiding at committee meetings

- a. At meetings of the committee—
 - i. The President or, in the President's absence, the Vice President presides; or
 - ii. If the President and the Vice President are absent, or are unable to preside, the committee members present must choose one of their numbers to preside.

24. Voting at committee meetings

- a. Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- b. Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (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 second or casting vote.

25. Conflict of Interest

- a. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.
- b. The member
 - i. Must not be present while the matter is being considered at the meeting; and
 - ii. Must not vote on the matter.

(Note -Under Section 81 (3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.)

- c. This rule does not apply to a material personal interest –
 - i. That exists only because the member belongs to a class of persons for whose benefit South Upwey Netball Club is established.
 - ii. That the member has in common with all, or a substantial proportion of, the members of South Upwey Netball Club

26. Removal of committee member

- a. South Upwey Netball Club in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- b. A member who is the subject of a proposed resolution referred to in sub rule (26a) may make representations in writing to the Secretary or President of South Upwey Netball Club (not exceeding a reasonable length) and may request that the representations be provided to the members of South Upwey Netball Club
- c. The Secretary or the President may give a copy of the representations to each member of South Upwey Netball Club or, if they are not so given, the member may require that they be read out at the meeting.

27. Minutes of meetings

- a. The Secretary of South Upwey Netball Club must keep a record of accurate minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.
- b. Upon request, any member must be provided with a copy of any minutes and all relating correspondence from a general meeting only, in which they were a member at the time.
- c. Minutes taken at committee meetings will be provided only to current committee members, present at or absent from the meeting.
- d. If a member has a specific request for the committee of management to discuss at a committee meeting, and that item is discussed and or voted on, than only the relevant section of the minutes referring to the said discussed item may be forwarded to the member upon request.

28. Funds

- a. The Treasurer of South Upwey Netball Club must—
 - i. collect and receive all moneys due to South Upwey Netball Club and make all payments authorised by South Upwey Netball Club; and
 - ii. keep correct accounts and books showing the financial affairs of South Upwey Netball Club with full details of all receipts and expenditure connected with the activities of the South Upwey Netball Club.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- c. The funds of South Upwey Netball Club shall be derived from fees, sponsorships, donations, fundraising and such other sources as the committee determines.
- d. No portion of the income or property of South Upwey Netball Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

29. Notice to members

- a. Any notice that is required to be given to a member, by or on behalf of South Upwey Netball Club, under these Rules may be given by:
 - i. Delivering the notice to the member personally; or
 - ii. Sending it by prepaid post addressed to the member at that member's address shown in the registration form; or
 - iii. Electronic transmission;

30. Winding up

- a. In the event of the winding up or the cancellation of the incorporation of South Upwey Netball Club, the assets of South Upwey Netball Club must be disposed of in accordance with the provisions of the Act.

31. Custody and inspection of books and records

- a. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of South Upwey Netball Club.
- b. All accounts, books, securities and any other relevant documents of South Upwey Netball Club must be available for inspection (but not copying) free of charge by any member upon request.
- c. All committee members or former committee members are required to return any

documents belonging to South Upwey Netball Club within 28 days if they cease to hold office or be members of South Upwey Netball Club. A failure to return documents with the 28 day time frame allows South Upwey Netball Club to apply to the Magistrates Court to ensure compliance.

32. Regulations and additional rules

- a. The Committee may make regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such regulations shall have the same force and effect as this Constitution but shall not be in any way oppose or be in conflict with this Constitution and that they will not expand on the constitution. Such regulations shall be made available on request.
- b. Amendments, alterations, interpretation or other changes to regulations shall be advised to members by means of notice approved by the committee. Notices shall be binding upon all members.
- c. All matters not dealt with in this Constitution will be considered by the Executive of South Upwey Netball Club and brought into effect if necessary in the form of By-Laws of the Club.