



# Rules of Association

Netball WA (Inc)

12<sup>th</sup> May 2022

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**Netball WA (Inc)**  
**Rules of Association**

**1. Name**

The name of the association is Netball WA (Inc).

**2. Definitions and interpretation**

**2.1 Definitions**

**2.2 In these rules, unless the contrary intention appears:**

**Act** means *Associations Incorporation Act 2015* (WA).

**Affiliated Club** means a registered financial club member of a Member Association.

**Annual General Meeting** means a meeting referred to under rule 29(a).

**Appointed Director** means a Director appointed under rule 15.

**Auditor** means the auditor, if any, of Netball WA (Inc) appointed under rule 47.

**Board** means the body consisting of the Directors under rule 13.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Perth, Western Australia.

**By-Law** means any by-law, regulation or policy made by the Board under rule 44.

**Chief Executive Officer** means the person who is appointed under these Rules to carry out the duties set out in rule 26.

**Commissioner** means the Commissioner for Consumer Protection exercising powers under the Act.

**Delegate** means the persons elected or appointed from time to time by a Voting Member or Member Entity to represent and act for and on behalf of that Voting Member or Member Entity (as applicable) at General Meetings or otherwise.

**Director** means a member of the Board elected or appointed in accordance with these Rules and includes Elected Directors and Appointed Directors.

**Elected Director** means a Director elected under rule 14.

**Electronic Mail** means the exchange of digital messages or other means of electronic transmission of data, which can be stored as approved from time to time by the Board.

**Financial Year** means year ending 31 December in any year.

**General Meeting** means the Annual General Meeting or any Special General Meeting of Netball WA (Inc).

**IAMA** means the Institute of Arbitrators & Mediators Australia as located within the relevant state of Australia.

**Individual Member** means an affiliated financial individual member of a Member Association, which is recognised as a member under rule 5.3(e).

**Intellectual Property** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Netball WA (Inc) or any event, competition or activity of or conducted, promoted or administered by Netball WA (Inc).

**LEADR** means Lawyers Engaged in Alternative Dispute Resolution as located within the relevant state of Australia.

**Life Member** means an individual upon whom life membership of Netball WA (Inc) has been conferred under rule 5.3(f).

**Member** is a member of Netball WA (Inc).

**Member Association** means the Tier 1 Association, Tier 2 Association and the Tier 3 Association.

**Member Entity** means all Member Associations, Affiliated Clubs and other approved Members of Netball WA (Inc) excluding Individual Members and Life Members.

**Netball** means the game of netball as determined by the International Netball Federation.

**Netball WA (Inc)** means the association referred to in rule 1.

**Netball WA (Inc) Association Annual Affiliation Agreement** means the annual affiliation agreement between Netball WA (Inc) and a Member Association.

**Non Playing Member** means registered individual members of a Member Association that do not play in any competition.

**Objects** means the objects of Netball WA (Inc) as set out in rule 2.4.

**Officer** has the same meaning given to it in the Act.

**Playing Member** means an Individual Member who is registered to play in a competition of a Member Association.

**Poll** means a count of votes.

**Policy** means a policy established under the By-Laws of Netball WA (Inc).

**President** means the person who holds office as "President" under these Rules and is appointed under rule 14.4.

**Register of Members** means the register of Members referred to in rule 12.

**Rules** means these rules of Netball WA (Inc).

**Special General Meeting** means a General Meeting other than an Annual General Meeting.

**Special Resolution** means a special resolution passed in accordance with the Act and requiring 75% majority vote of the Voting Members present and eligible to vote at a General Meeting, of which written notice has been provided in accordance with rule 30.

**Tier 1 Association** means an association recognised by Netball WA (Inc), meeting the membership criteria prescribed in rule 5.3(a) .

**Tier 2 Association** means an association recognised by Netball WA (Inc), meeting the membership criteria prescribed in rule 5.3(b).

**Tier 3 Association** means an association recognised by Netball WA (Inc), meeting the membership criteria prescribed in rule 5.3(c).

**Unique Product Participant** means an individual participant in programs delivered by a Member Entity.

**Voting Member** means the Tier 1 Associations.

## **2.3 Interpretation**

In these Rules, unless the context requires otherwise:

- (a) a reference to any legislation or provision, division or subdivision of any legislation includes any amendment to that legislation, provision, division or subdivision, any consolidation or replacement of that legislation, provision, division or subdivision and any subordinate legislation made under that legislation, provision, division or subdivision;
- (b) a reference to a person includes a reference to a company, trust, partnership, incorporated association, organisation and entity;
- (c) a reference to a Member present at a General Meeting or Board Meeting is a reference to a Member present in person;
- (d) a reference to writing and written includes printing, lithography, electronic documents and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in these Rules;
- (g) a word importing any gender includes every other gender;

- (h) headings are used for convenience only and do not affect the interpretation of these Rules;
- (i) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (j) any matters of ambiguity relating to these Rules, shall be resolved by the Board in its sole discretion.

## **2.4 Objects**

- (a) Netball WA (Inc) is the peak body for the administration of Netball in WesternAustralia.
- (b) The objects for which Netball WA (Inc) is established and maintained are:
  - (i) foster, promote, develop and manage the game of Netball in Western Australia;
  - (ii) affiliate with Netball Australia Limited or any other association or bodies whose objects are similar to the objects of Netball WA (Inc) and if thought fitto withdraw or retire from any such association or body;
  - (iii) promote and conduct Netball competitions and events at all levels; manage the representation of Western Australia in national events;
  - (iv) use and protect the Intellectual Property of Netball WA (Inc) in the pursuit ofthese objects and the activity of Netball;
  - (v) promote and protect the interests of all Members and other participants of Netball.

## **2.5 Activities of Netball WA (Inc)**

Netball WA (Inc) must operate solely for the purpose of promoting and advancing the Objects. However, Netball WA (Inc) is not required to promote all of the particular Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular Objects at any given time.

## **3. Powers of Netball WA (Inc)**

Netball WA (Inc) has the powers conferred on it by the Act, including the power to:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest any money of Netball WA (Inc) not immediately required in any securityauthorised by law for the investment of trust money;
- (d) borrow money upon such terms and conditions as the Board thinks fit;

- (e) give such security for the discharge of liabilities incurred by Netball WA (Inc) as the Board thinks fit;
- (f) appoint agents to transact any business of Netball WA (Inc) on its behalf;
- (g) enter into any contract it considers necessary or desirable;
- (h) appoint, employ and dismiss any staff of Netball WA (Inc) as required and on such terms and conditions as the Board sees fit;
- (i) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (j) do all such other things as the Board deems to be necessary, incidental or conducive to the attainment of the Objects and the exercise of the above powers.

## **4. Property and income**

### **4.1 Members not to profit**

The property and income of Netball WA (Inc) must be applied solely towards the promotion of the Objects of Netball WA (Inc) and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those Objects.

### **4.2 Source of Funds**

The funds of Netball WA (Inc) may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

### **4.3 Remuneration**

- (a) Rule 4.1 does not prevent:
  - (i) the payment in good faith of remuneration to any Member, officer, employee or agent of Netball WA (Inc) or other person in return for services authorised by the Board and rendered to Netball WA (Inc);
  - (ii) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of Netball WA (Inc) on overdraft accommodation of the same amount on any money lent by a Member to Netball WA (Inc);
  - (iii) the payment of reasonable and proper rent for premises leased or let by a Member to Netball WA (Inc);
  - (iv) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of Netball WA (Inc)



- (v) the payment of out of pocket expenses incurred by a Director for travel and accommodation in connection with the performance of that Director's functions; or
- (vi) the payment of remuneration in good faith to any Director, under rule 17.

## **5. Membership**

### **5.1 Category of Membership**

- (a) The Members of Netball WA (Inc) shall consist of:
  - (i) Tier 1 Associations, which subject to these Rules, shall be represented by their Delegate/s who shall have the right to nominate candidates for Elected Directors under rule 14.2(c)(iii), receive notice of, attend, speak, debate and vote at General Meetings for and on behalf of the their Association.
  - (ii) Tier 2 Associations, which subject to these Rules, who shall have the right to nominate candidates for Elected Directors under rule 14.2(c)(iii), receive notice of, and may appoint a representative to attend, General Meetings and speak, but shall have no right to debate or vote at General Meetings.
  - (iii) Tier 3 Associations, which subject to these Rules, who shall have the right to nominate candidates for Elected Directors under rule 14.2(c)(iii), receive notice of, and may appoint a representative to attend General Meetings and speak, but shall have no right to debate or vote at General Meetings.
- (b) **Affiliated Clubs**, which subject to these Rules, shall have the right to receive notice of, and may appoint a representative to attend, General Meetings, but shall have no right to speak, debate or vote at General Meetings.
- (c) **Individual Members** - who subject to these Rules, shall have the right to receive notice of and may attend General Meetings, but have no right to speak, debate or vote at General Meetings.
- (d) **Life Members** who subject to these Rules, shall have the right to receive notice of and may attend General Meetings and speak, but have no right to debate or vote at General Meetings.

### **5.2 Creation of New Categories**

The Board has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable.

### 5.3 Membership Criteria

Members must meet the following criteria:

- (a) Tier 1 Association:
  - (i) Be incorporated;
  - (ii) Have signed and comply with the Netball WA (Inc) Association Annual Affiliation Agreement;
  - (iii) Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as determined by the Board from time to time;
  - (iv) Comply with all requirements of Netball WA (Inc) Membership Policy in accordance with rule 44.
  - (v) Provide in writing to Netball WA (Inc) the name of the Delegate, who will receive all notices and correspondences from Netball WA (Inc) and inform Netball WA (Inc) of any changes to the membership.
- (b) Tier 2 Association:
  - (i) Be incorporated;
  - (ii) Have signed and comply with the Netball WA (Inc) Association Annual Affiliation Agreement;
  - (iii) Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as determined by the Board from time to time;
  - (iv) Comply with all requirements of Netball WA (Inc) Membership Policy in accordance with rule 44.
  - (v) Provide in writing to Netball WA (Inc) the name of the Delegate, who will receive all notices and correspondences from Netball WA (Inc) and inform Netball WA (Inc) of any changes to the membership
- (c) Tier 3 Association:
  - (i) Be incorporated;
  - (ii) Have signed and comply with the Netball WA (Inc) Association Annual Affiliation Agreement;
  - (iii) Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as determined by the Board from time to time;
  - (iv) Comply with all requirements of Netball WA (Inc) Membership Policy in accordance with rule 44.

- (v) Provide in writing to Netball WA (Inc) the name of the Delegate, who will receive all notices and correspondences from Netball WA (Inc) and inform Netball WA (Inc) of any changes to the membership.
- (d) **Affiliated Clubs:**
  - (i) The criteria for Affiliated Clubs shall be outlined in the Netball WA (Inc) Membership Policy in accordance with rule 44;
  - (ii) Have signed and comply with the Netball WA (Inc) Affiliated Club Annual Affiliation Agreement;
  - (iii) Comply with all requirements of the Netball WA (Inc) Membership Policy;
- (e) **Individual Members:**
  - (i) The criteria for eligibility for Individual Members shall be outlined in the Netball WA (Inc) Membership Policy in accordance with rule 44;
  - (ii) Have registered and comply with the Netball WA (Inc) Individual Member Annual Affiliation Agreement;
  - (iii) Comply with all requirements of the Netball WA (Inc) Membership Policy;
- (f) **Life Members:**
  - (i) The criteria for life membership, as determined by the Board, shall be set out in the Life Membership Policy in accordance with rule 44;
  - (ii) The Board shall appoint a Life Member in accordance with the criteria and procedure set out in the Life Membership Policy.
  - (iii) Conditions, obligations and privileges of life membership shall be as prescribed in the Life Membership Policy.

#### **5.4 Application for Membership**

- (a) An application for new membership by a Member Association must be:
  - (i) in writing on the form/s prescribed by the Board and lodged with the Chief Executive Officer for Board acceptance;
  - (ii) accompanied by the appropriate fee and by the due date;
- (b) An application for new membership by an Individual Member must be:
  - (i) in writing on the form prescribed from time to time by the Board, from the applicant and lodged with the Member Association who shall then forward it to Netball WA (Inc); and
  - (ii) accompanied by the appropriate fee and by the due date.

## **6. Discretion to Accept or Reject Application**

- (a) Netball WA (Inc) may accept or reject an application. If an application is rejected, upon request by the applicant, the reasons for the rejection of the membership application shall be provided.
- (b) Where Netball WA (Inc) accepts an application, the applicant shall become a Member. Membership of Netball WA (Inc) shall be deemed to commence upon acceptance of the application by Netball WA (Inc). The Chief Executive Officer shall ensure that the register is amended accordingly as soon as practicable.
- (c) Where Netball WA (Inc) rejects an application, Netball WA (Inc) shall refund any fees forwarded with the application and the application shall be deemed rejected by Netball WA (Inc).

## **7. Membership Renewal**

- (a) Member Associations shall:
  - (i) renew their membership with Netball WA (Inc) in accordance with the procedures applicable from time to time;
  - (ii) otherwise remain affiliated financial members of Netball WA (Inc) in accordance with the procedures applicable from time to time; and
  - (iii) pay the annual fees prescribed by Netball WA (Inc) from time to time.
- (b) Individual Members shall:
  - (i) renew their membership with Netball WA (Inc) and the Member Association in accordance with the procedures applicable from time to time;
  - (ii) otherwise remain affiliated financial members of their Member Association in accordance with the procedures applicable from time to time; and
  - (iii) pay the annual fees prescribed by Netball WA (Inc) from time to time.

## **8. Subscriptions and Fees**

- (a) The annual membership subscription, fees and any levies payable by Members (or any category of Members) to Netball WA (Inc), the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

- (b) Any Member which or who has not paid all monies due and payable by that Member to Netball WA (Inc) shall (subject to the Board's discretion) have all rights under these Rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from Netball WA (Inc), and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member.

## **9. Effect of Membership**

Members acknowledge and agree that:

- (a) these Rules constitutes a contract between each of them and Netball WA (Inc) and that they are bound by the Rules and the By-Laws;
- (b) they shall comply with and observe these Rules and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to these Rules and the By-Laws they are subject to the jurisdiction of Netball WA (Inc);
- (d) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of Netball WA (Inc), the Members and the sport of Netball;
- (e) these Rules and By-Laws are necessary and reasonable for promoting the objects of Netball WA (Inc) and particularly the advancement and protection of the sport of Netball; and
- (f) subject to these Rules, they are entitled to all benefits, advantages, privileges and services of Netball WA (Inc)'s membership.

## **10. Discontinuance of Membership**

### **10.1 Notice of Resignation**

- (a) Subject to these Rules, any Member who has paid all monies due and payable to Netball WA (Inc) and has no other liability (contingent or otherwise) to Netball WA (Inc) may resign from Netball WA (Inc) by giving one month's notice in writing to Netball WA (Inc) of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member.
- (b) A Life Member may resign by notice in writing with immediate effect.

### **10.2 Expiration of Notice Period**

Upon the expiration of any notice period applicable under rule 10.1 an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the register.

### **10.3 Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall

- (a) forfeit all right in and claim upon Netball WA (Inc) and its property including Intellectual Property; and
- (b) return any Netball WA (Inc) documents, records or other property in the possession, custody or control of that Member shall be returned to Netball WA (Inc) immediately.

### **10.4 Membership may be Reinstated**

Membership which has lapsed, been withdrawn or terminated under these Rules may be reinstated at the discretion of the Board, on application in accordance with these Rules and otherwise on such conditions as it sees fit.

## **11. Discipline of Members**

### **11.1 Disciplinary Action**

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Netball WA (Inc) and/or the sport of Netball; or
- (c) brought Netball WA (Inc) or the sport of Netball into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of Netball WA (Inc) as set out in the By-Laws.

## **12. Register of Members**

### **12.1 Maintaining a Register of Members**

- (a) The Chief Executive Officer shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.
- (b) The Register of Members must include each Member's name and:
  - (i) residential address;
  - (ii) postal address; or
  - (iii) email address.

## **12.2 Inspection of the Register of Members**

- (a) A Member may request to inspect the Register of Members.
- (b) The Chief Executive Officer must make the Register of Members available for inspection upon such a request by a Member.
- (c) Subject to rules 12.3 and 12.4, a Member inspecting the Register of Members may make a copy of, or take an extract from the Register of Members but is not entitled to remove the Register of Members for that purpose.

## **12.3 Copy of the Register of Members**

- (a) A Member may make a request in writing to the Chief Executive Officer for a copy or extract of the Register of Members.
- (b) The Chief Executive Officer may require a Member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is directly connected with the affairs of Netball WA (Inc).

## **12.4 When using the information in the Register of Members is prohibited**

A Member must not use or disclose the information on the Register of Members:

- (a) to gain access to information that a Member has deliberately denied them;
- (b) to contact or send material to Netball WA (Inc) or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Chief Executive Officer; or
- (c) for any other purpose, unless the purpose:
  - (i) is directly connected with the affairs of Netball WA (Inc); or
  - (ii) is related to the administration of the Act.

## **13. Board**

### **13.1 Powers of the Board**

- (a) Subject to the Act and these Rules, the business of Netball WA (Inc) shall be managed, and the powers of Netball WA (Inc) shall be exercised, by the Board. In particular, the Board as the controlling authority of Netball WA (Inc) shall be responsible for acting on all Western Australian issues in accordance with the objects of Netball WA (Inc) and shall operate for the collective and mutual benefit of Netball WA (Inc) and the sport of Netball throughout Western Australia and shall:
  - (i) govern the sport of Netball in Western Australia in accordance with the Objects of Netball WA (Inc);

- (ii) determine major strategic directions of Netball WA (Inc);
  - (iii) review Netball WA (Inc)'s performance in achieving its pre-determined aims, objectives and policies; and
  - (iv) manage national responsibilities.
- (b) If, at any time, the Membership of the Netball WA (Inc) is less than six (6) Voting Members, the Board may act only for the purpose of increasing the number of Members to a number sufficient to meet the minimum requirements of the Act.

### **13.2 Composition of the Board**

The Board shall comprise of:

- (a) five (5) Elected Directors elected in accordance with rule 14; and
- (b) four (4) Appointed Directors which shall be appointed in accordance with rule 15.

## **14. Elected Directors**

### **14.1 Qualifications for Elected Directors**

- (a) Subject to rule 16, nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws and be eligible to serve as a Director under the requirements of the Act.
- (b) Elected Directors should have a knowledge of netball and its strategic direction, its stakeholders and a commitment to the development of netball.
- (c) Nominees for Elected Director positions on the Board must declare any position they hold in any Member Entity, including as an office bearer, director or a paid employee.
- (d) A nominee who is subsequently elected as an Elected Director shall immediately retire or resign from any position they hold as an office bearer, director or a paid employee of any Member Entity.
- (e) Before being appointed to the Board, the Board may require that a person sign a statutory declaration stating that they meet the eligibility requirement set out in rules 14.1 and 14.2(b).

### **14.2 Elections of Elected Directors**

- (a) At least 56 days before the date of the Annual General Meeting (excluding the meeting date) in each year, a notice seeking nominations shall be given to each Member, notifying each Member of the positions on the Board for which an election is to be held and calling upon Members to nominate persons for election to the Board.



- (b) A nominee must be a Member of 18 years of age and over.
- (c) Nominations for Elected Directors must be:
  - (i) in writing;
  - (ii) on the prescribed form provided for that purpose;
  - (iii) signed by the nominator who must be a Delegate of a Member Association or a Voting Member; and;
  - (iv) certified by the nominee expressing a willingness to accept the position for which they have nominated.
- (d) Nominations must be received by the Chief Executive Officer at least 42 days prior to the relevant Annual General Meeting (excluding the meeting date).
- (e) If the number of eligible nominations received for the Board:
  - (i) is equal to the number of vacancies to be filled; or
  - (ii) is insufficient to fill all vacancies on the Board, or
  - (iii) is more than the number of vacancies to be filled,then those nominations received shall be voted on by a ballot as follows:
  - (iv) at least 28 days prior to the Annual General Meeting, each Voting Member entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.
  - (v) the notice specifying the nominees for election will contain:
    - (A) the number of positions on the Board for which an election is required;
    - (B) the names of each nominee; and
    - (C) if provided, the written statement supplied in accordance with rule 14.2(c).
- (f) Each Voting Member desiring to vote in the election will complete and submit the voting form as specified in the notice no later than 5pm, 21 days prior to the Annual General Meeting (excluding the day of the meeting).
- (g) The voting shall be conducted by majority voting.
- (h) At the Annual General Meeting the chair at that meeting shall declare the result of the election.

- (i) If:
    - (i) there are insufficient nominations received to fill all vacancies on the Board; or
    - (ii) the nominations received do not receive endorsement of 50% or more of the Voting Members and therefore the positions remain vacant,
- any vacant position shall be dealt with under rule 18.4.

### **14.3 Term of Appointment**

- (a) Subject to rule 18.4(b), Elected Directors shall be elected in accordance with these Rules, for a term, which shall commence from the conclusion of the Annual General Meeting at which the election result is declared and continue until the conclusion of the third Annual General Meeting following.
- (b) Should any adjustment to the term of Elected Directors elected under these Rules be necessary to ensure rotational terms in accordance with these Rules, the adjustment shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in these Rules with two Elected Directors being elected every third year and one Elected Director being elected two out of every three years.

### **14.4 Appointment of President**

- (a) The Directors must elect a Director to be President of Netball WA (Inc) who will hold office for the balance of their current term of election or appointment as a Director.
- (b) The President may be an Elected Director or an Appointed Director.
- (c) If a vacancy occurs in the office of President, the Directors must elect a Director to fill the vacancy, and the elected President will hold office for the balance of the term they have been elected or appointed as a Director.

## **15. Appointment of Appointed Directors**

The Directors shall appoint four Appointed Directors.

### **15.1 Qualifications for Appointed Directors**

- (a) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition and support the strategic direction but need not have experience in or exposure to the sport of Netball. The Appointed Directors must become Members of Netball WA (Inc).
- (b) Prior to appointment, Appointed Directors must declare any position they hold in any Member Entity, including as an office bearer, director or a paid employee.

- (c) On Appointment, an Appointed Director shall immediately retire or resign from any position they hold as an office bearer, director or a paid employee of any Member Entity.

## **15.2 Eligibility of Appointed Directors**

- (a) Subject to rule 16, a person is only eligible for appointment as an Appointed Director if that person:
  - (i) is at least 18 years of age;
  - (ii) is a Member of Netball WA (Inc); and
  - (iii) is eligible to serve as a Director under the requirements of the Act.
- (b) Before being appointed to the Board, the Board may require that a person sign a statutory declaration stating that they meet the eligibility requirements set out in rule 15.2(a).

## **15.3 Term of Appointment**

- (a) Appointed Directors shall be appointed by the Directors in accordance with these Rules for a term of two years, which shall commence forty two (42) days after the Annual General Meeting until forty two (42) days after the conclusion of the second Annual General Meeting following.
- (b) Two Appointed Directors shall be appointed in each year of odd number and two Appointed Directors shall be appointed in each year of even number.
- (c) Should any adjustment to the term of Appointed Directors appointed under these Rules be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in these Rules.

## **16. Term of Directors**

No person who has served as an Elected Director or Appointed Director consecutively for six (6) years, shall be eligible for election as an Elected Director or Appointed Director until after the expiration of twelve (12) months following the date of conclusion of their most recent term as a Director.

## **17. Remuneration**

Director shall not be entitled to receive remuneration unless approved by the members at a General Meeting.

## **18. Vacancies of Directors**

### **18.1 Grounds for Termination of a 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 her 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 from office in writing to Netball WA (Inc);
- (e) is absent without the consent of the Board from two consecutive meetings of the Board;
- (f) holds any office of salaried employment of Netball WA (Inc);
- (g) without the prior consent or later ratification of the Members in General Meeting holds any position of profit under Netball WA (Inc);
- (h) is directly or indirectly interested in any contract or proposed contract with Netball WA (Inc) and fails to declare the nature of her interest;
- (i) is removed from office by Special Resolution under rule 18.3; or
- (j) is no longer eligible to be a Director under rules 14.1 and 15.1 (as applicable).

The Board may act notwithstanding a vacancy occurring in any position on the Board.

### **18.2 Returning the books of Netball WA (Inc)**

Within 14 days of ceasing to be a Director, the outgoing Director must transfer all relevant documents, records and assets of Netball WA (Inc) in their possession, custody or control (if any) to the President, or other Director nominated and authorised by the Board from time to time.

### **18.3 Removal of a Director**

- (a) Netball WA (Inc) in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in rule 18.4.
- (b) A Director who is the subject of a proposed resolution referred to in rule 18.3(a) may:
  - (i) make representations in writing to the Chief Executive Officer and requests that such representations be notified to the Members;
  - (ii) speak to the motion at the General Meeting; and

- (iii) elect to bring a support person, who is not a legal representative, to the relevant General Meeting.
- (c) The Chief Executive Officer may send a copy of the representations to each Voting Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read, unless those representations are defamatory.

#### **18.4 Appointment of Casual Vacancy**

- (a) A vacancy in the position of an Elected Director under rule 14.2(i) shall be filled by the Directors, subject to the requirements of rule 14.1, and the person holds office until the conclusion of the next Annual General Meeting of Netball WA (Inc).
- (b) If a vacancy occurs in the position of a Director under rule 18.1, then in respect of:
  - (i) an Elected Director, the Directors may fill the vacancy, subject to the requirements of rule 14.1, and the person holds office until the conclusion of the next Annual General Meeting of Netball WA (Inc). If the term of the Elected Director that gave rise to the vacancy has not expired, the Voting Members shall vote to fill the vacancy under rule 14.2 and such Director will hold office for the balance of the term of the Elected Director that vacated office under rule 18.1; or
  - (ii) an Appointed Director, the Directors may fill the vacancy, subject to the requirements of rules 15.1 and 15.2, for the remainder of the retired Appointed Director's term.

#### **18.5 Remaining Directors May Act**

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

### **19. Meetings of the Board**

#### **19.1 Board to Meet**

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The Chief Executive Officer shall, on the requisition of two Directors, convene a meeting of the Board within 28 days.

#### **19.2 Quorum**

- (a) At meetings of the Board the number of Directors whose presence (or participation under rule 28.3) is required to constitute a quorum is five Directors.

- (b) When a Board Meeting lapses due to lack of a quorum, the Chief Executive Officer shall convene a second Board Meeting within a period of 14 days.

### **19.3 Notice of Board Meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days oral or written notice of the meeting of the Board shall be given to each Director by the Chief Executive Officer. The agenda shall be provided to each Director not less than three days prior to such meeting.

### **19.4 Chair of Board Meeting**

The President shall preside at every meeting of the Board. If the President is not present, or is unwilling to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

### **19.5 Resolutions not in a Meeting**

- (a) A resolution in writing, signed, submitted by electronic mail or other form of visible or other electronic communication by all the Directors 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 their meetings as they think 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 and such notice specifies that Directors are not required to be present in person;
  - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that 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 condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;
  - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chair is located.

## **20. Decision of the Board**

- (a) Every Director participating in a Board Meeting has a vote.
- (b) Any resolution put forward at a Board Meeting must be passed by a majority of the Directors participating and voting at the Board Meeting.
- (c) The chair does not have a casting vote.

## **21. Conflicts**

### **21.1 Directors' Interests**

A Director is disqualified from holding any position of profit or position of employment in, or in any company or association in which Netball WA (Inc) is a shareholder or otherwise interested or from contracting with Netball WA (Inc) either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board.

### **21.2 Conflict of Interest**

A Director shall declare an interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter;
- (e) material personal interest; or
- (f) other financial matter;

in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

### **21.3 Disclosure of Interests**

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other 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 so interested.

- (b) Conflicts of Interest shall be a standing agenda item at meetings of the Board and it is the duty of the Chief Executive Officer to ensure that any declaration made or any general notice given by a Director is recorded in the minutes.
- (c) Conflict of Interest registered by Directors, will also be declared at the Annual General Meeting.

## **22. Committees of the Board**

The Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of suitably skilled persons as determined by the Board. The terms of reference for each committee shall be determined by the Board.

## **23. Delegations**

### **23.1 The Board may Delegate Functions to Committees**

The Board may by instrument in writing, create, establish or appoint from among its own members or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

### **23.2 Delegation by Instrument**

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

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or these Rules.

### **23.3 Delegate Function Exercised in Accordance with Terms**

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

### **23.4 Procedure of Delegate Entity**

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 19. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- (b) A Director or the Chief Executive Officer shall be ex-officio members of any committee so appointed.
- (c) Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.



### **23.5 Delegation may be Conditional**

A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

### **23.6 Revocation of Delegation**

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to the Rules, the By-Laws, the Act, the objects of Netball WA (Inc) or the committee's delegation.

### **24. Validity of acts of the Board**

All acts done at any Board Meeting, or by the Board, will, notwithstanding that it is Board Director or that any Director was disqualified, be valid as if such defect did not in fact exist or such Director was not disqualified, as the case may be.

### **25. Use of Technology at Board Meeting**

- (a) Netball WA (Inc) may hold a Board Meeting at two (2) or more venues using any technology that gives the Directors entitled to be heard at a Board Meeting, a reasonable opportunity to participate.
- (b) The Director may only withdraw their consent for the use of technology by a resolution of the Board at a Board Meeting.

### **26. Chief Executive Officer**

#### **26.1 Appointment of Chief Executive Officer**

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Chief Executive Officer shall be entitled to notice of, attend and participate in debate at all meetings of the Board, but shall have no entitlement to vote.

#### **26.2 Chief Executive Officer**

The Chief Executive Officer shall act as and carry out the duties of secretary and public officer of Netball WA (Inc) (unless prohibited by law) and shall administer and manage Netball WA (Inc) in accordance with these Rules.

#### **26.3 Specific Duties**

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) in conjunction with the President prepare the agenda for all Board Meetings and all General Meetings;

- (c) ensure that minutes of the proceedings of all meetings of the Board and Netball WA (Inc) are both prepared and recorded; and
- (d) regularly report on the activities of, and issues relating to, Netball WA (Inc).

#### **26.4 Board Power to Manage**

Subject to the Act, these Rules, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Netball WA (Inc).

#### **26.5 Chief Executive Officer may Employ**

The Chief Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

### **27. Duties of Netball WA (Inc)**

Netball WA (Inc) has the following duties:

- (a) maintain an up-to-date copy of these Rules, as required under the Act;
- (b) maintain a record of the names and address of persons who:
  - (i) are Directors; and
  - (ii) are office-bearers;
- (c) ensuring that any amounts payable to Netball WA (Inc) are collected and issuing receipts for those amounts in Netball WA (Inc)'s name;
- (d) ensuring that any amounts paid to Netball WA (Inc) are credited to the appropriate account of Netball WA (Inc), as directed by the Board;
- (e) ensuring that any payments to be made by Netball WA (Inc) that have been authorised by the Board or at a General Meeting are made on time;
- (f) ensuring that Netball WA (Inc) complies with the relevant requirements of Part 5 of the Act;
- (g) ensuring the safe custody of Netball WA (Inc)'s financial records, financial statements and financial reports, as applicable to Netball WA (Inc);
- (h) coordinating the preparation of Netball WA (Inc)'s financial statements before their submission to the Annual General Meeting;
- (i) providing any assistance required by an Auditor or Reviewer conducting an audit or review of Netball WA (Inc)'s financial statements or financial report under Part 5 Division 5 of the Act; and

- (j) carrying out any other duty given under these Rules or by the Board.

## **28. Delegates**

### **28.1 Appointment of Delegates**

Each Voting Member shall appoint one Delegate, for such term as is deemed appropriate by the Voting Member. A Delegate must:

- (a) be a Member of Netball WA (Inc);
- (b) be appropriately empowered by the appointing Voting Members to consider, make decisions and vote at General Meetings;
- (c) not be a Director of Netball WA (Inc);
- (d) not be a Delegate for more than one Voting Member.

### **28.2 Members to Advise**

Each Voting Member shall advise Netball WA (Inc) of its Delegate within 14 days of the appointment or any change, including the name, address and contact details of the Delegate, two (2) business days prior to the commencement of a General Meeting or the commencement of an electronic vote.

## **29. General Meetings**

- (a) An Annual General Meeting of Netball WA (Inc) shall be held in accordance with the provisions of the Act and these Rules on a date and at a venue to be determined by the Board.
- (b) All General meetings other than the Annual General Meeting shall be a Special Meeting.
- (c) General Meetings shall be held in accordance with the Rules.

## **30. Special General Meeting**

### **30.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit, convene a Special General Meeting of Netball WA (Inc) and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **30.2 Requisition of Special General Meetings**

- (a) The Board shall on the requisition in writing of 20% of Voting Members convene a Special General Meeting.

- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Voting Member making the requisition and be sent to Netball WA (Inc). The requisition may consist of several documents in a likeform, each signed by one or more of the Voting Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within three months after the date on which the requisition is sent to Netball WA (Inc), the Voting Members making the requisition, may convene a Special General Meeting to be held not later than three months after that date.
- (d) A Special General Meeting convened by the Voting Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

### **31. Notice of General Meeting**

- (a) Notice of every General Meeting shall be given to all Members, by hand, sent by prepaid post or sent by electronic transmission in accordance with the contact details appearing in the Register of Members kept by Netball WA (Inc) and the Auditor (if any). No other person shall be entitled to receive notices of General Meetings. Netball WA (Inc) shall post announcement of meetings on electronic platforms at its discretion.
- (b) Notice of a General Meeting shall be given at least 56 days prior to the date of the General Meeting and shall specify the date, time and place of the General Meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 28 days prior to the General Meeting, together with the wording of any proposed Special Resolution received from the Tier 1 Associations.

### **32. Entitlement to Attend General Meeting**

- (a) Notwithstanding any other rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with rule 8) then due and payable to Netball WA (Inc) are paid.
- (b) The Auditor (if any) is entitled to attend and be heard at a General Meeting on any part of the business of that meeting that concerns the Auditor (if any) in their professional capacity.

### **33. Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 51% of the Voting Members.

### **33.1 Adjournment of Meeting**

- (a) If a quorum is not obtained within thirty minutes of the time appointed for the General Meeting:
  - (i) in the case of a meeting convened pursuant to rule 30.2(a) (members convene meeting), the General Meeting will lapse;
  - (ii) in the case of any other General Meeting, the General Meeting will be adjourned to a date and time as determined by the Chair. 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; and
  - (iii) the chair may, with the consent of any General 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 but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (c) Except as provided in rule 33.1(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **34. Chair of General Meetings**

- (a) The President shall, subject to these Rules, preside as chair at every General Meeting of Netball WA (Inc). If the President is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to these Rules, preside as chair for that meeting only.
- (b) The chair of a General Meeting may impose reasonable time limits on the speakers of any motion.

### **35. Voting Procedure**

At any General 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:

- (a) by the chair; or
- (b) by the majority of the Delegates.

### **35.2 Recording of Determinations**

Unless a Poll is demanded under rule 35, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of Netball WA (Inc) shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

### **35.3 Where a Poll is Demanded**

If a Poll is duly demanded under rule 35 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

### **35.4 Resolutions at General Meetings**

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in rule 20(b) and 35.2). Except as otherwise provided in these Rules.

## **36. Use of Technology at General Meeting**

- (a) Netball WA (Inc) may hold a General Meeting at two (2) or more venues using any technology that gives the Members entitled to be heard at a General Meeting, a reasonable opportunity to participate.
- (b) The Members may only withdraw their consent for the use of technology by a resolution of Netball WA (Inc) at a General Meeting.

## **37. Voting Entitlements**

Each Voting Member shall, subject to these Rules, be entitled to one vote at General Meetings. No other Member shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in rule 5.1.

## **38. Postponing or Cancelling a Meeting**

- (a) Subject to rule 38(b) the Board may change the venue for, postpone or cancel a General Meeting at its own discretion.
- (b) If a Special General Meeting is called under rule 30.1, the Board must not cancel it without the consent of the relevant Members.

## **39. Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of Netball WA (Inc) during the preceding Financial Year), auditors and patron and the election of Directors and confirmation of Life Membership and any other business as required by the Act.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in rule 39(a) shall be special business. "Special Business" is business of which a notice of motion has been submitted in accordance with rule 41.1.

## **40. Business Transacted**

No business other than that stated on the notice shall be transacted at that meeting.

## **41. Notices of Motion**

### **41.1 Notice of Motion to be Submitted**

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 42 days (excluding receiving date and meeting date) prior to the General Meeting.

## **42. Minutes of the General Meeting**

The Chief Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

## **43. Postal and Electronic Ballot**

### **43.1 Mail and Electronic Voting**

- (a) Should an issue or election arise between General Meetings which requires a decision or ratification by Voting Members, the Board may at its discretion submit a proposed motion or election to a mail vote in such manner as it considers necessary.
- (b) Any such mail vote shall be in accordance with the following procedure:
  - (i) The Chief Executive Officer shall, upon receipt of the directive, as soon as practicable, dispatch a copy of the proposed resolution or election to each Member eligible to vote.
  - (ii) Such dispatch shall be, at the discretion of the President, either by post or electronic mail and shall be accompanied by a notice stating the date on which the voting shall close and indicating whether voting is by post or electronic mail.
  - (iii) The dispatch of the proposed resolution and notice shall be deemed to have been received by each Voting Member :
    - (A) in the case of dispatch by post - five (5) working days after posting;
    - (B) in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.
- (c) All votes shall be received by the Chief Executive Officer by the date specified in the notice.
- (d) Upon the close and counting of voting, a scrutineer appointed by the Board shall examine the votes as tallied and advise each Voting Member of the result either at a General Meeting or by notice.

- (e) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisation on behalf of Netball WA (Inc), shall be valid and binding in all respects.

#### **44. By-Laws and Policies**

##### **44.1 Board to Formulate By-Laws and Policies**

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such regulations and policies for the proper advancement, management and administration of Netball WA (Inc), the advancement of the objects of Netball WA (Inc) and the sport of netball as it thinks necessary or desirable. Such policies must be consistent with these Rules.

##### **44.2 Policies Binding**

All policies made under this Rule shall be binding on Netball WA (Inc) and its Members.

##### **44.3 Policies Deemed Applicable**

All By-Laws, regulations and policies of Netball WA (Inc) in force at the date of the approval of these Rules under the Act in so far as such by-laws, regulations and policies are not inconsistent with, or have been replaced by these Rules, shall be deemed to be regulations and policies under this Rule.

##### **44.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to regulations and policies shall be advised to Members by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Member Entities shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members of Netball WA (Inc).

#### **45. Dispute and Mediation**

- (a) Each Member agrees to comply with the Netball Australia Member Protection Policy and Netball WA (Inc) Disciplinary and Grievance Policies.
- (b) The following dispute and mediation procedure will apply if a dispute arises under these Rules between :
  - (i) a Member and another Member; or
  - (ii) a Member and Netball WA (Inc).
- (c) 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 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 ten (10) days, hold a meeting in the presence of a mediator and in good faith attempt to settle the dispute.
- (e) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) if the dispute is between a Member and another Member – a person appointed by Netball WA (Inc); or
    - (B) if the dispute is between a Member and the Board or Netball WA (Inc) – a person appointed or employed by LEADR/IAMA.
  - (iii) A mediator appointed by Netball WA (Inc) may be a Member or former Member but may not be a person who:
    - (A) has a personal interest in the dispute; or
    - (B) is biased in favour of or against any party.
  - (iv) The mediator must not determine the dispute.
- (f) If a dispute between members that relates to the rules of Netball WA (Inc) cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative Tribunal. It is open to the State Administrative Tribunal to refer the dispute, or any aspect of it, for mediation or make orders for the resolution of the dispute.

## **46. Indemnity and Insurance**

### **46.1 Board Members and Officers not liable**

No Board Member or Officer is liable for the acts of any other Board Member or Officer, or for any loss or damage or expense suffered or incurred by Netball WA (Inc), unless the same is caused by the Board Member's or Officers own wilful act, wilful neglect or wilful default.

### **46.2 Indemnification of the Board Member and Officer**

Each Board Member and Officer is indemnified out of the funds of Netball WA (Inc) against any:

- (a) losses, costs or expenses;

- (b) liability incurred in any action to defend any proceedings, whether civil or criminal, in which judgment is given in their favour, or relief is granted by the court or in which they are acquitted, incurred by the Board Member or Officer in the discharge of their duties, except where such losses, costs and expenses are incurred by the Board Member's or Officer's own wilful act, wilful neglect or wilful default.

#### **46.3 Obligation to Insure**

- (a) To the extent permitted by law and available in the market at reasonable cost, Netball WA (Inc) must at all times maintain and pay (or procure the payment of) the premium for an insurance policy that insures each Board Member and Officer against the matters referred to in rules 46.2 incurred by the Director or Officer (as the case may be) during their term.
- (b) The Board Member and Officer insurance policy to be taken out pursuant to rule 46.3(a) must:
  - (i) be effected with a reputable and solvent insurer;
  - (ii) be for an amount and on terms and conditions (including premium, insuring clauses, exclusions and excess amounts) that are commercially available at a reasonable cost, taking into account the circumstances of Netball WA (Inc) at the relevant time; and
  - (iii) not at any time be on terms materially less favourable to the Board Member and Officer, than the terms of the insurance policy operating at the date on which the Board Member or Officer ceases to be a Board Member or Officer (as the case may be) of Netball WA (Inc).

#### **47. Auditor**

- (a) Netball WA (Inc) must have its financial report for each Financial Year audited in accordance with the provisions of the Act.
- (b) Netball WA (Inc) must appoint an auditor in accordance with the provisions of the Act.

#### **48. Records and Accounts**

The Chief Executive Officer shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of Netball WA (Inc) and the Board are established and maintained and shall produce these as appropriate at each Board meeting or General Meeting.

##### **48.1 Records Kept in Accordance with the Act**

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

## **48.2 Inspection of Records**

In accordance with the requirements of the Act, a Member may inspect:

- (a) these Rules;
- (b) the Register of Members in accordance with rule 12.2; and
- (c) the record of Directors in accordance with rule 27(b).

## **48.3 Board to Submit Accounts**

The Board shall submit to the Annual General Meeting the audited accounts of Netball WA (Inc) in accordance with the Act.

## **48.4 Negotiable Instruments**

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to Netball WA (Inc), shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Board.

## **48.5 Notices**

- (a) A notice under these Rules is deemed to be properly served if the notice is addressed and delivered to the Member in person, by pre-paid post or by email as per the details contained in the Register of Members.
- (b) The non receipt of, or the omission to send to any Member or Board Member, any notice or other document required to be sent to a Member under these Rules does not invalidate any General Meeting or Board Meeting.

## **49. Notice on Netball WA (Inc)**

- (a) A notice may be served on Netball WA (Inc) by either email, post or personal delivery to the Chief Executive Officer.
- (b) Time for service of notice.
- (c) A notice is deemed to have been received by a Member or other person if:
  - (i) personally delivered, on the day of delivery;
  - (ii) served by pre-paid post, on the day following that upon which it is posted;
  - (iii) if sent electronically, on the date that the electronic communication was sent,

but if the communication is taken to be received on a day that is not a Business Day or after 5.00pm, it is taken to be received at 9.00am on the next Business Day.

#### **49.2 Execution of documents and common seal**

- (a) Netball WA (Inc) may execute a document without using a common seal if the document is signed by:
  - (i) 2 Directors; or
  - (ii) 1 Director and a person authorised by the Board; or
  - (iii) persons specified in the Board approved Delegations Policy.

#### **49.3 Winding up of Netball WA (Inc) or cancellation of Incorporation**

Netball WA (Inc) may, by Special Resolution, resolve that its incorporation under the Act be cancelled, or that it be voluntarily wound up.

#### **49.4 Distribution of surplus property**

If, upon the cancellation of the incorporation or the winding up of Netball WA (Inc), there remains any property of Netball WA (Inc) after satisfaction of all debts and liabilities of Netball WA (Inc), that property will be distributed to an association of the type set out in the Act, as determined by Special Resolution of Netball WA (Inc).

#### **49.5 Rules of Netball WA (Inc)**

- (a) Netball WA (Inc) may, by Special Resolution, resolve to amend these Rules.
- (b) All previous acts and appointments legal and valid under these Rules, prior to the amendment or repeal of these Rules or under the former Rules (subject to any later rules), will remain legal and valid.
- (c) Any amendment or repeal of these Rules or any new rules only has force or effect as set out under the Act.