



PRINCIPAL PARTNER



Department of
Local Government, Sport
and Cultural Industries



NETBALL WA (Inc.)

SPECIAL GENERAL MEETING

Thursday, 18 April 2024, at 6:30pm

via Zoom only

<https://us02web.zoom.us/j/89524898214>

AGENDA

1. MEETING OPENING

1.1 Acknowledgement of Country – We would like to acknowledge the Traditional Owners of the lands on which this meeting takes place, the Whadjuk Nyoongar People, and pay our respects to Elders past and present and extend that respect to other Aboriginal and Torres Strait Islander people present today.

1.2 Attendance and Apologies

1.3 Confirmation of Quorum

2. ITEMS FOR CONSIDERATION

2.1 Special resolution to repeal and replace the Rules in the form set out in this Notice.

3. MEETING CLOSE

PROPOSED SPECIAL RESOLUTION FOR MEETING

Special Resolution - Repeal current Rules and adopt new Rules

*For the Voting Members to consider, and if thought fit, to pass the following resolution as a **special resolution** to amend the Rules of the Association under rule 49.3 of the Rules:*

That the Rules be repealed in their entirety and replaced with the new Rules in the form set out in Annexure 3, with effect from the date on which the new Rules are approved by the Department of Mines, Industry Regulation and Safety.

Reasons for the Special Resolution

NWA has recently undertaken a review of its Rules in order to promote good governance and foster a culture of continuous improvement.

Many provisions in the current Rules have been amended, removed or replaced for the following reasons:

- (a) they are not required by law;
- (b) to improve clarity and/or consistency of provisions, and remove any duplication of content;
- (c) to improve the structural flow of the document;
- (d) to remove unnecessary procedural content (which will instead be contained in a Policy to provide flexibility and adaptability);
- (e) to modernise language and reflect governance contemporary practice; and/or
- (f) reflect NWA's current membership and governance practices.

What has not changed?

Importantly, the following governance features of NWA have not changed:

- The objects and purpose of NWA.
- Tier 1 Associations are still the only voting members.
- The membership categories remain the same, with the same rights and entitlements.
- The composition of the Board and the number of Elected and Appointed Directors remains the same.

Material changes

The material changes that have been made are:

- As requested by Member Associations, to provide flexibility for the nomination process for Directors, the Rules no longer require Associations to sign a nomination form for Directors.
- The strict time periods for notice of vacancies and nominations for elections of directors have been removed. This level of detail will instead be contained in a director nomination policy to provide flexibility, as needed.

- Membership criteria, application procedure and renewal procedure has been removed from the Rules – to be contained in the relevant policy document.
- The notice period for General Meetings has been reduced to 14 days (or 21 days where there is a special resolution proposed to be put at the meeting).
- The voting procedure for mail and electronic ballots (at times outside of General Meetings) has been removed – to be contained in the relevant policy document.
- A new provision to give the Board the power to remove a Director due to a material breach of the Rules, Policy or the law.
- Clarifying the Official Positions that if a person holds that may conflict with their ability to be a Director, will disqualify them from being a Director.

The rules that have been substantively amended, removed or replaced are outlined in more detail in a comparative table under Annexure 1 and a marked-up version showing all changes is contained in Annexure 2. A full copy of the new Rules is provided in Annexure 3.

The Board recommends these changes to the members and believes that it is in the best interest of NWA.

Legal Requirements

Special resolution

Section 30 of the Act and rule 49.5(a) of the Rules require that the Rules can only be replaced by a special resolution of the members entitled to vote under the Rules (**Voting Members**). This means that the resolution must be passed by 75% or more of the Voting Members present at the meeting, of which written notice has been provided in accordance with rule 31.

Voting rights

Only Tier 1 Member Associations have the right to receive notice of, attend, speak, debate and **vote** at General Meetings for and on behalf of their association (rules 5.1(a)). However, a Tier 1 Member Associations may forfeit the right to vote if at the date of the General Meeting, any monies (set in accordance with rule 8) then due and payable to NWA are unpaid (rule 32).

The members' rights in relation to General Meetings are set out below:

Membership Category	Receive notice	Attend	Speak	Debate	Vote
Tier 1 Association	✓	✓	✓	✓	✓
Tier 2 Association	✓	✓	✓	X	X
Tier 3 Association	✓	✓	✓	X	X
Affiliated Clubs	✓	✓	X	X	X
Individual Members	✓	✓	X	X	X
Life Members	✓	✓	✓	X	X



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Meeting procedure

The special resolution will not be put to the Voting Members unless there is a quorum. Rule 33 confirms that a quorum for general meetings is 51% or more of the Voting Members (which is 11 of Voting Members).

The Delegates of the Voting Members may vote on the special resolution by a show of hands, unless a Poll is (before or on the declaration of the result of the show of hands) demanded by the chairperson or the majority of the Delegates in accordance with rule 35.

Unless a Poll is demanded, a declaration by the chairperson that the resolution has been carried or lost followed by an entry to that effect in the minute book is conclusive evidence of outcome of the vote (rule 35.2).

Post-SGM

If the special resolution is passed at the meeting, NWA must lodge a notice with the Commissioner for Consumer Protection (Department of Mines, Industry Regulation and Safety) within one month of the SGM.

The new Rules will take effect on a date determined and notified by the Commissioner for Consumer Protection.