



Rules of Association

Netball WA (Inc)

18 April 2024

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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 of a Member Association. **Annual General Meeting** means a meeting referred to under rule 27.1(a).

Appointed Director means a Director appointed under rule 14.

Auditor means the auditor, if any, of Netball WA appointed under rule 31.2(b)

Board means the body consisting of the Directors under rule 12.

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

Chief Executive Officer means the person appointed under these Rules to carry out the duties under rule 24.

Company Secretary means the person appointed under rule 25.

Delegate means the person appointed by a Member Association to represent and act for and on behalf of that Member Association 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 13

Financial Year means year ending 31 December in any year.

General Meeting means the Annual General Meeting or any Special General Meeting.

Individual Member means a Playing Member or a Non Playing Member.

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

Life Member means an individual granted life membership of Netball WA under rule 5.5.

Member means a member of Netball WA as set out under rule 5.1.

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

Membership Policy means the policy setting out membership criteria and requirements determined by the Board under rule 28.

Netball means the game of netball as determined by World Netball.

Netball WA means the association referred to in rule 1.

Netball WA Association Annual Affiliation Membership Agreement means the annual affiliation agreement between Netball WA 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 as set out in rule 2.4.

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

Playing Member means an individual person who is registered to play in a competition of a Member Association.

Poll means a count of votes.

President means the person appointed under rule 13.4 who holds office as “President” under these Rules.

Program Participant means an individual participant in programs delivered by a Corporate Member.

Register of Members means the register of Members referred to in rule 11.

Resolution Institute means the Resolution Institute (ABN 69 008 651 232) of Kings Park Business and Secretarial Services, 44 Kings Park Rd, West Perth, Western Australia 6005.

Rules means these rules of Netball WA.

Special General Meeting means a general meeting of Members 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 27.2.

Tier 1 Association means an association recognised by Netball WA, meeting the membership criteria prescribed in the Membership Policy.

Tier 2 Association means an association recognised by Netball WA, meeting the membership criteria prescribed in the Membership Policy.

Tier 3 Association means an association recognised by Netball WA, meeting the membership criteria prescribed in the Membership Policy.

Voting Member means the Tier 1 Associations.

2.3 Interpretation

In these Rules, unless the context requires otherwise:

- (a) a reference to any legislation includes any amendment, consolidation or replacement of that legislation;
- (b) a reference to a person includes a reference to a company, trust, partnership, incorporated association, organisation and entity;
- (c) a reference to a person present at a meeting is a reference to them present in person or via technology;
- (d) a reference to writing includes printing, electronic documents and other ways of representing words in a visible form;
- (e) the singular includes the plural and vice versa;
- (f) the word “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;
- (a) if the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day;
- (b) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.
- (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 is the peak body for the administration of Netball in Western Australia.
- (b) The Objects for which Netball WA is established and maintained are to:
 - (i) foster, promote, develop and manage the game of Netball in Western Australia;

- (ii) affiliate with Netball Australia Limited or any other entity whose objects are similar to the Objects of Netball WA and if thought fit to 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 Netball in national events;
- (iv) use and protect the Intellectual Property of Netball WA in the pursuit of these 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

Netball WA must operate solely for the purpose of promoting and advancing the Objects. However, Netball WA is not required to promote all 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 Object at any time.

3. Powers of Netball WA

Netball WA 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 not immediately required in any security authorised by law for the investment of trust money;
- (d) borrow money upon such terms and conditions as the Board determines;
- (e) give such security for the discharge of liabilities incurred by Netball WA as the Board determines;
- (f) appoint agents to transact any business of Netball WA on its behalf;
- (g) enter into any contract it considers necessary or desirable;
- (h) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and
- (i) 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. Not for Profit

4.1 Property and Income

The property and income of Netball WA must be applied solely towards the promotion of the Objects 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 the Objects.

4.2 Remuneration

Rule 4.1 does not prevent:

- (a) the payment in good faith of remuneration to any Member, officer, employee or agent of Netball WA or other person in return for services authorised by the Board and rendered to Netball WA;
- (b) the payment of interest at a rate not exceeding the amount charged by the bank for the time being of Netball WA on overdraft accommodation of the same amount on any money lent by a Member to Netball WA;
- (c) the payment of reasonable and proper rent for premises leased or let by a Member to Netball WA;
- (d) the payment of out of pocket expenses incurred by an authorised Member or other authorised person on behalf of Netball WA;
- (e) 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
- (f) the payment of remuneration in good faith to any Director, under rule 16.

5. Membership

5.1 Category of Membership

The Members of Netball WA shall consist of:

- (a) **Member Associations**, being:
 - (i) **Tier 1 Associations**, which subject to these Rules, shall be represented by their Delegate/s, shall have the right receive notice of, attend, speak, debate and vote at General Meetings for and on behalf of their Association.
 - (ii) **Tier 2 Associations**, which subject to these Rules, shall have the right to 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, shall have the right to 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 power to create new categories of membership with such rights (other than voting rights), privileges and obligations as the Board determines.

5.3 Membership Criteria

Members must meet the relevant membership criteria set out in the Membership Policy.

5.4 Application for Membership

An application for new membership must be:

- (a) in writing in the form prescribed by the Board and lodged with Netball WA for Board acceptance, or in the case of Individual Members, lodged with their relevant Member Association; and
- (b) accompanied by the appropriate fee,

by the date determined by the Board.

5.5 Life Members

- (a) The Board shall appoint a Life Member in accordance with the criteria and procedure set out in the Life Membership Policy.
- (b) Conditions, obligations and privileges of life membership shall be as prescribed in the Life Membership Policy.

6. Discretion to Accept or Reject Application

- (a) Netball WA may accept or reject a membership application.
- (b) An applicant becomes a Member when Netball WA accepts their application.
- (c) If an application is rejected, Netball WA shall :
 - (i) refund any membership application fees in accordance with the Membership Policy; and

- (ii) upon request by the applicant, provide the reasons for the rejection of the membership application.

7. Subscriptions and Fees

- (a) The amount of, the time for and the manner of payment of annual membership subscription, fees and any levies payable by Members to Netball WA shall be determined by the Board.
- (b) A Member that has not paid all monies due and payable to Netball WA 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, 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.

8. Effect of Membership

Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and Netball WA and that they are bound by, and must comply with, the Rules and any applicable policies (as notified by Netball WA from time to time);
- (b) they are subject to the jurisdiction of Netball WA;
- (c) these Rules are made in pursuit of a common object, namely the mutual and collective benefit of Netball WA, the Members and the sport of Netball;
- (d) subject to these Rules, they are entitled to all benefits and services of Netball WA's membership.

9. Ceasing Membership

9.1 When a person ceases to be a Member

- (a) A Member ceases to be a Member, if the Member:
 - (i) being an individual, dies;
 - (ii) ceases to be eligible as a Member under rule 4.2(f) as determined by Netball WA;
 - (iii) fails to renew their membership in accordance with Membership Policy; or
 - (iv) resigns under rule 9.2;
 - (v) is expelled as a result of disciplinary action under rule 10.
- (b) A person who ceases to be a Member:

- (i) remains liable to pay to Netball WA the amount of any fees due and payable to Netball WA but unpaid at the date of the cessation; and
- (ii) is not entitled to a refund or credit for any fees paid by the Member to Netball WA under rule 7.

9.2 Notice of Resignation

- (a) Subject to these Rules, any Member who is eligible to pay, has paid all monies due and payable to Netball WA and has no other liability (contingent or otherwise) to Netball WA may resign from Netball WA by giving one months' notice in writing to Netball WA 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.

9.3 Forfeiture of Rights

Upon ceasing to be a Member, for whatever reason, the person shall:

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

9.4 Membership may be Reinstated

Membership which has ceased 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 determines.

10. Discipline of Members

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

- (a) failed to comply with these Rules 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 and/or the sport of Netball; or
- (c) brought Netball WA 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.

11. Register of Members

11.1 Maintaining a Register of Members

- (a) Netball WA must keep and maintain a Register of Members , in which shall be entered such information as is required under the Act, including the date upon which a person is admitted as a Member and when they cease.
- (b) The Register of Members must include each Member's name and:
 - (i) residential address;
 - (ii) postal address; or
 - (iii) email address.

11.2 Inspection of the Register of Members

- (a) A Member may request to inspect the Register of Members.
- (b) Netball WA must make the Register of Members available for inspection upon such a request by a Member.
- (c) Subject to rules 11.3 and 11.4, 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.

11.3 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.

11.4 When using 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 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; or

- (ii) is related to the administration of the Act.

12. Board

12.1 Powers of the Board

- (a) Subject to the Act and these Rules, the business of Netball WA shall be managed, and the powers of Netball WA shall be exercised, by the Board. In particular, the Board as the controlling authority of Netball WA shall be responsible for acting on all Western Australian issues in accordance with the Objects and shall:
 - (i) govern the sport of Netball in Western Australia in accordance with the Objects;
 - (ii) manage national responsibilities.
- (b) If, at any time, the Membership of the Netball WA 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.

12.2 Composition of the Board

The Board shall comprise of:

- (a) five (5) Elected Directors elected under rule 13.2 or appointed under rule 17.4; and
- (b) four (4) Appointed Directors appointed under rule 14.3 and rule 17.4.

12.3 Position of conflict

Upon their appointment or election, a Director must immediately resign from any position they hold as an officer bearer, director or a paid employee of any Member Association.

13. Elected Directors

13.1 Eligibility for Elected Directors

- (a) Subject to rule 15, an Elected Director must:
 - (i) be a Member;
 - (ii) be at least 18 years of age;
 - (iii) meet the qualifications as prescribed from time to time by the Board; and
 - (iv) be eligible to serve as a Director under the requirements of the Act.
- (b) Elected Directors should have a knowledge of Netball WA and its strategic direction, its stakeholders and a commitment to the development of Netball.

- (c) Nominees for Elected Director positions must declare any position they hold in any Member Association, including as an office bearer, director or a paid employee.

13.2 Elections of Elected Directors

- (a) Subject to these Rules, the Board may determine the rules which govern the nomination and election of Elected Directors.
- (b) Eligible nominations for Elected Director positions shall be voted on by a ballot as follows:
 - (i) prior to the Annual General Meeting, each Voting Member entitled to vote will be provided a notice specifying the nominees for election and a voting form in a format approved by the Board;
 - (ii) each Voting Member desiring to vote in the election will complete and submit the voting form by the time specified in the notice; and
 - (iii) voting shall be conducted by majority voting.
- (c) At the Annual General Meeting the chairperson shall declare the result of the election.
- (d) 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 17.4.

13.3 Term of Appointment

- (a) The term of an Elected Directors elected under rule 13.2 shall commence from the conclusion of the Annual General Meeting at which the election result is declared and continue until the conclusion of the following third Annual General Meeting.
- (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 based upon two Elected Directors being elected every third year and one Elected Director being elected two out of every three years.

13.4 Appointment of President

- (a) The Directors must elect a Director to be President of Netball WA 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.

14. Appointed Directors

14.1 Qualifications for Appointed Directors

- (a) The Appointed Directors may have such skills as the Board determines, which complement the Board composition and support the strategic direction of Netball WA, but need not have experience in the sport of Netball.
- (b) Prior to appointment, Appointed Directors must declare any position they hold in any Member Association, including as an officer bearer, director or a paid employee.

14.2 Eligibility of Appointed Directors

Subject to rule 15, a person is only eligible for appointment as an Appointed Director if that person:

- (a) is at least 18 years of age;
- (b) is a Member; and
- (c) is eligible to serve as a Director under the requirements of the Act.

14.3 Appointment

Subject to these Rules, the Board may determine the rules which govern the nomination and appointment of Appointed Directors.

14.4 Deemed Non Playing

Appointed Directors are deemed as Non Playing Members during their term as an Appointed Director.

14.5 Term of Appointment

- (a) Appointed Directors shall be appointed by the Directors in accordance with these Rules for a term of two years.

15. Term of Directors

A person who has served as an Elected Director or Appointed Director (or both) consecutively for six (6) years, is not eligible for appointment 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.

16. Director Remuneration

Directors are entitled to receive remuneration as approved by the members in a General Meeting.

17. Vacancies of Directors

17.1 Ceasing to be a Director

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) is not eligible under the Act to be a Director;
- (c) is a person liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns from office in writing to Netball WA;
- (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;
- (g) is removed from office by Special Resolution under rule 17.3; or
- (h) is no longer eligible to be a Director under these Rules.

17.2 Returning the books of Netball WA

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

17.3 Removal of a Director

- (a) The Members in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office.
- (b) If a Director is removed under this Rule the office of the Director becomes vacant and shall be filled under rule 17.4.
- (c) A Director who is the subject of a proposed resolution under rule 17.4 may:
 - (i) make representations in writing to the Chief Executive Officer and request 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 General Meeting.
- (d) 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.

17.4 Appointment of Casual Vacancy

- (a) A vacancy in the position of an Elected Director under rule 13.2(d) shall be filled by the Directors, subject to the requirements of rule 13.1, and the person holds office until the conclusion of the next Annual General Meeting of Netball WA.
- (b) If a vacancy occurs in the position of a Director under rule 17.1, then in respect of:
 - (i) an Elected Director, the Directors may fill the vacancy, subject to the requirements of rule 13.1, and the person holds office until the conclusion of the next Annual General Meeting of Netball WA. If the term of the original Elected Director that gave rise to the vacancy had not expired, the Voting Members shall vote to fill the vacancy under rule 13.2 at the Annual General Meeting and such appointed Director will hold office for the balance of the term of the original Elected Director that vacated office under rule 17.1; or
 - (ii) an Appointed Director, the Directors may fill the vacancy, subject to the requirements of rules 14.1 and 14.2, for the remainder of the retired Appointed Director's term.

17.5 Remaining Directors May Act

In the event of a vacancy 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.

18. Meetings of the Board

18.1 Board to Meet

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

18.2 Quorum

- (a) At meetings of the Board the number of Directors required to constitute a quorum is five (5) 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.

18.3 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' notice of the

meeting of the Board shall be given to each Director. The agenda shall be provided to each Director not less than three days prior to such meeting.

18.4 Chairperson 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 chairperson for that meeting only.

18.5 Resolutions not in a Meeting

- (a) Subject to these Rules and the Act, the Board may pass a circular resolution without a Board meeting being held.
- (b) A circular resolution is passed if all of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution.
- (c) Each Director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (d) Netball WA may send a circular resolution by electronic means to the Directors and the Directors may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.
- (e) 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 chairperson is located.

18.6 Use of Technology at Board meetings

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

18.7 Minutes of Board Meeting

- (a) The Secretary must cause minutes of all proceedings of the Board and of committees to be taken and then to be entered, within 30 days after the relevant meeting is held, in Netball WA's records kept for that purpose.
- (b) The Secretary must ensure that all minutes, except resolutions in writing treated as determinations of the Board, are signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

19. Decision of the Board

- (a) Subject to rule 20, each Director participating in a Board meeting has a vote.
- (b) Each resolution at a Board meeting must be passed by a majority of the Directors participating and voting at the meeting.
- (c) The chairperson does not have a casting vote.

20. Conflicts

20.1 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 is a shareholder or otherwise interested or from contracting with Netball WA either as a vendor, purchaser or otherwise except pursuant to an express resolution of approval of the Board.

20.2 Conflict of Interest

- (a) A Director who has any material personal interest in a matter being considered at a Board meeting must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;
 - (ii) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (iii) disclose the nature and extent of the interest at the next General Meeting.
- (b) Rule 20.2(a) does not apply in relation to a material personal interest that:
 - (vi) exists only because the Director is a Member of a class of persons for whose benefit Netball WA is established; or
 - (vii) the Director has in common with all, or a substantial proportion of, the Members.

21. Committees of the Board

- (a) 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.
- (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.

22. Delegations

- (a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board to:
 - (i) a committee;
 - (ii) a Director;
 - (iii) the Company Secretary;
 - (iv) an officer of the Company; or
 - (v) the Chief Executive Officer.
- (b) The Board may revoke or vary a delegation previously made whether or not the delegation is expressed to be for a specified period.
- (c) The Directors may continue to exercise all of their powers despite any delegation.

23. Validity of Acts of the Board

All acts done at any Board meeting, or by the Board, will, notwithstanding 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.

24. Chief Executive Officer

24.1 Appointment of Chief Executive Officer

- (a) The Board must appoint a Chief Executive Officer who is responsible for the day to day management of the business and affairs of Netball WA and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.
- (b) The Chief Executive Officer will be remunerated in the manner and amounts as the Board determines.
- (c) 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.

25. Company Secretary

The Board must appoint a Company Secretary who shall carry out any duty given to the Company Secretary under these rules or by the Directors.

26. Delegates

26.1 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;
- (b) be appropriately empowered by the appointing Voting Member to consider, make decisions and vote at General Meetings;
- (c) not be a Director of Netball WA; and
- (d) not be a Delegate for more than one Voting Member.

26.2 Members to Advise

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

27. General Meetings

27.1 Annual General Meetings

- (a) An Annual General Meeting of Netball WA 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) The business to be transacted at the Annual General Meeting includes the consideration of:
 - (i) the financial statements and auditor's report;
 - (ii) the election of Directors;
 - (iii) confirmation of Life Membership (if any); and
 - (iv) any other business as required by the Act.
- (c) General Meetings shall be held in accordance with the Rules.

27.2 Special General Meeting

- (a) All General Meetings other than the Annual General Meeting shall be a Special Meeting.
- (b) The Board may, whenever it thinks fit, convene a Special General Meeting of Netball WA 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.

27.3 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 of the meeting, shall be signed by the Voting Member making the requisition and be sent to Netball WA. The requisition may consist of several documents in a like form, 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 (3) months after the date on which the requisition is sent to Netball WA, 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.

27.4 Notice of General Meeting

- (a) Notice of every General Meeting shall be given to all Members, and shall specify the date, time and place of the General Meeting, and the Auditor (if any) at least seven (7) days before the meeting.
- (b) Netball WA shall post announcement of meetings on electronic platforms at its discretion.

27.5 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 7) then due and payable to Netball WA 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.

27.6 Quorum and Adjournment of Meeting

- (a) No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) A quorum for General Meetings shall be 51% of the Voting Members.
- (c) If a quorum is not obtained within 30 minutes of the time appointed for the General Meeting:
 - (i) in the case of a meeting convened pursuant to rule 27.3(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 chairperson. If at

the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse; and

- (iii) the chairperson 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.
- (d) 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.
- (e) Except as provided in rule 27.6(d) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

27.7 Chairperson of General Meetings

- (a) The President shall, subject to these Rules, preside as chairperson at every General Meeting.
- (b) 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 chairperson for that meeting only.
- (c) The chairperson of a General Meeting may impose reasonable time limits on the speakers of any motion.

27.8 Voting Procedure

At a 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 chairperson; or
- (b) by the majority of the Delegates of Voting Members.

27.9 Recording of Determinations

Unless a Poll is demanded, a declaration by the chairperson that a resolution has been passed shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

27.10 Where a Poll is Demanded

If a Poll is duly demanded it shall be taken in such manner as the chairperson directs and the result of the Poll shall be the resolution of the meeting at which the Poll was demanded.

27.11 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes.

27.12 Use of Technology at General Meeting

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

27.13 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.

27.14 Postponing or Cancelling a Meeting

- (a) Subject to rule 27.14(b) the Board may change the venue for, postpone or cancel a General Meeting.
- (b) If a Special General Meeting is called under rule 27.3, the Board must not cancel it without the consent of the relevant Members.

27.15 Business Transacted at a General Meeting

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

27.16 Notices of Motion

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

27.17 Minutes of the General Meeting

- (a) The Secretary must cause proper minutes of all proceedings of general meetings to be taken and then to be entered within 30 days after the holding of each general meeting in Netball WA's records kept for that purpose.
- (b) The Secretary must ensure that all minutes are checked and signed as correct by the chairperson of the general meeting to which those minutes relate.
- (c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the general meeting to which they relate (in this rule called "the meeting") was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

- (d) During business hours all Members have the right to inspect signed minutes of general meetings.

27.18 Postal and Electronic Ballot

- (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 Voting 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, shall be valid and binding in all respects.

28. Netball WA Policies

28.1 Board to Formulate Policies

The Board may make and amend policies for the proper advancement, management and administration of Netball WA, the advancement of the Objects and Netball.

28.2 Policies are Binding

All policies made under these Rule shall be binding on Netball WA and its Members.

29. Dispute and Mediation

- (a) Each Member agrees to comply with the Netball Australia Member Protection Policy and Netball WA 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.
- (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; or
 - (B) if the dispute is between a Member and the Board or Netball WA – a person appointed or employed by the Resolution Institute or such other similar mediation organisation in Australia.
 - (iii) A mediator appointed by Netball WA 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 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.

30. Indemnity and Insurance

30.1 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, unless the

same is caused by the Board member's or Officer's own wilful act, wilful neglect or wilful default.

30.2 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.

30.3 Obligation to Insure

- (a) To the extent permitted by law and available in the market at reasonable cost, Netball WA 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 rule 30.2 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 30.3(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 at the relevant time; and
 - (iii) not 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.
- (c) WA (as authorised by the Board or at a General Meeting) are made on time.

31. Records, Reports and Accounts

31.1 Records Kept in Accordance with the Act

- (a) Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct, including:
 - (i) an up-to-date copy of these Rules; and
 - (ii) a record of Directors and office bearers.

- (b) The books of account shall be kept in the care and control of the Chief Executive Officer and the control of funds of Netball WA are under the control of the Board and Chief Executive Officer.

31.2 Auditor

- (a) Netball WA (Inc) must have its financial statements for each Financial Year prepared in accordance with the Act and 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.

31.3 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 11.1; and
- (c) the record of Directors in accordance with rule **Error! Reference source not found..**

31.4 Board to Submit Accounts

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

31.5 Negotiable Instruments

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

31.6 Omission to Send Notices

The non receipt of, or the omission to send to any Member or Director, any notice or other document required to be sent under these Rules does not invalidate any General Meeting or Board meeting.

32. Notices

A notice is deemed to have been sent and received if:

- (a) personally delivered, on the day of delivery;
- (b) served by pre-paid post, on the third day following that upon which it is posted;
- (c) 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.

32.2 Execution of Documents and Common Seal

- (a) Netball WA 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) a person authorised by the Board.
- (b) The Association does not have a common seal.

32.3 Winding Up of Netball WA or Cancellation of Incorporation

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

32.4 Distribution of Surplus Property

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

32.5 Rules of Netball WA

- (a) Netball WA 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 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.