

## NETBALL WA (Inc.)

### SPECIAL GENERAL MEETING

Thursday, 6 March 2025, at 6:30pm

Gold Netball Centre, 200 Selby Street, Jolimont

### 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.**

2.1.1 Annexure 1 - Comparative Table: Current Rules to New Rules

2.1.2 Annexure 2 - Marked-up Version (comparison): Current Rules to New Rules  
(*attachment 1*)

2.1.3 Annexure 3 - New Rules of Association (*attachment 2*)

#### 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*That the Rules be repealed in their entirety and replaced with the new Rules in the form set out in Annexure 3, with effect from the date on which the new Rules are approved by the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

### 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.

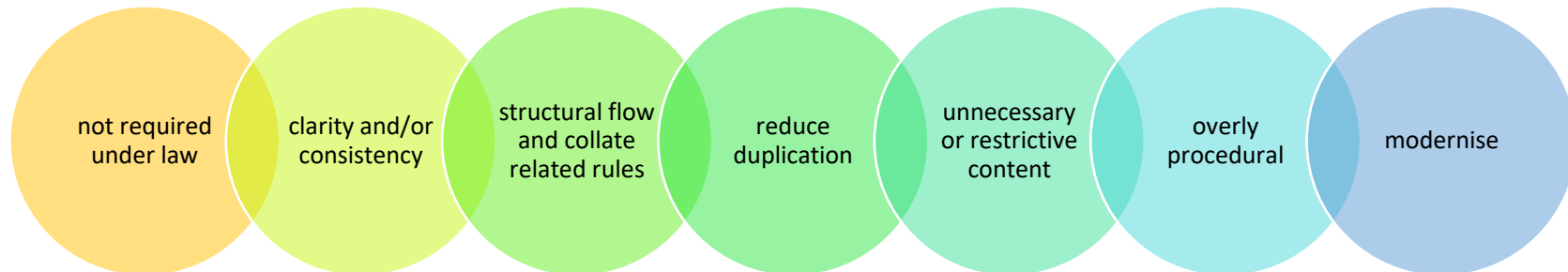
## Annexure 1 Comparative Table: Current Rules to New Rules

### Attachment 1 – Summary of Changes to the New Rules of Association

At the Special General Meeting NWA will ask the Members to resolve to repeal the current Rules and replace with the proposed new Rules.

#### **General revision**

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



#### **Comparative table of substantive amendments:**

The following table identifies the material differences between the current Rules and the proposed new Rules.

Definitions			
Item	Current Rule	Proposed Change	Reason
1.	Rule 2; All references to “By-Laws”	Removed.	NWA does not have by-laws (only policies). A new defined term for Policy has been included in the Rules, which is a policy determined or adopted by the Board.
2.	N/A	<i>New defined term: “Disqualifying Position”</i>  <i>Disqualifying Position means any person who holds:</i> <i>(a) any position of employment or profit in Netball WA; or</i> <i>(b) an Official Position,</i> <i>except any position that is expressly authorised by resolution of the Board.</i>	A person who occupies such a position is not eligible to become a Director of NWA. This definition broadly reflects the wording contained in current rules 14 and 21.1. This definition also provides flexibility for the Board to authorise a person to remain a Director despite holding such a position.
3.	Rule 2; Defined term: “Individual Member”	Amended to:  <i>Individual Member means a Playing Member or a Non Playing Member.</i>	Proposed new definition reflects current practice and provides clarity for the different individual membership categories, and whether they are playing or non-playing members.
4.	Rule 2; All references to “Netball WA (Inc)”	Changed to “Netball WA”	“Netball WA” is the more commonly used name and allows for drafting simplicity.  Note: <ul style="list-style-type: none"> <li>(a) the definition of Netball WA is: the association referred to in rule 1; and</li> <li>(b) new rule 1 states: The name of the association is Netball WA (Inc).</li> </ul>

Definitions			
Item	Current Rule	Proposed Change	Reason
5.	Rule 2; Defined term: "Non Playing Member"	Amended to:  <b>Non Playing Member</b> means: <i>(a) registered members of a Member Association that do not play in any competition; or</i> <i>(b) an Appointed Director for the duration of their term as an Appointed Director.</i>	This change clarifies that Appointed Directors are Non Playing Members during their term of appointment as a Director. This is also clarified in new rule 5.4(c).
6.	N/A	<b>New defined term:</b>  <b>Official Position</b> means a person who holds a position, whether elected or appointed: <i>(a) as an Officer, director, committee member of the governing body (however described) or as an employee, of a Member Association or Affiliated Club; or</i> <i>(b) (whether or not as a volunteer or in position of employment or profit) in the administration of Netball or any Netball competition which may give rise to a conflict of interest as determined under a Policy,</i> <i>except any position that is expressly authorised by resolution of the Board.</i>	"Official Position" refers to a person who occupies a governance position within a Member Association or Affiliated Club or other position which may conflict with a person's role as Director of NWA (as determined by the Board).  This proposed amendment provides the Board with flexibility in determining whether a position may be incompatible with being a Director of NWA due to an inherent conflict of interest. This largely reflects the current position under the current Rules (14.1).
7.	N/A	Removed defined terms: "IAMA" and "LEADR."  <b>New defined term:</b>  <b>Resolution Institute</b> 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.	The current Rules referred to the "Institute of Arbitrators & Mediators Australia (IAMA)" and "Lawyers Engaged in Alternative Dispute Resolution (LEADR)". These entities have since merged to become the "Resolution Institute". The proposed amendment reflects the new registered business name.

Definitions			
Item	Current Rule	Proposed Change	Reason
8.	Rule 2; All references to “Unique Product Participant”	Amended “Unique Product Participant” to “Program Participant”	This proposed amendment reflects current terminology and will be replaced in the new Membership Policy.

Membership			
Item	Current Clause	Proposed Change	Reason
9.	Rule 5.1(a) “Categories of Membership”	Removal of references to the Member Associations’ right to nominate candidates for Elected Directors.	This has been amended at the request of Member Associations. It also allows for best practice governance by providing the Board with flexibility to guide nominations in alignment with necessary skill sets, NWA’s strategic direction and requirements at the time.
10.	Rule 5.3 “Membership Criteria”	<b><i>New rule 5.3</i></b>  <i>Members must meet the relevant membership criteria set out in the Membership Policy.</i>	Proposed amendment seeks to remove duplication and significantly reduce the procedural aspect of the current rule. All detailed criteria is already in the Membership Policy. By reducing this rule to refer to the Membership Policy, NWA has the ability should it need to change the criteria.
11.	Rule 5.4 “Application for Membership”	<b><i>New rule 5.4</i></b>  <i>(a) An application for new membership by a Member Association must be:</i> <i>(i) in writing, in the form prescribed by the Board;</i> <i>(ii) accompanied by the relevant Fees; and</i>	Proposed amendments:  (c) reduce unnecessary procedural restriction; (d) provide clarity (particularly in relation to the deemed status of Appointed Directors); and (e) give the Board the power to set the due date for membership applications.



Membership			
Item	Current Clause	Proposed Change	Reason
		<p>(iii) lodged with Netball WA by the due date (as determined by the Board), for Board acceptance.</p> <p>(b) An application for new membership by Individual Members or Affiliated Clubs must be lodged with the relevant Member Association and in the form and manner prescribed by the relevant Member Association.</p> <p>(c) Upon appointment as an Appointed Director, an Appointed Director is deemed to be a Non Playing Member and is not required to apply for membership.</p>	
12.	Rule 6 “Discretion to Accept or Reject Application”	<p><b>New rule 6</b></p> <p>(a) Netball WA may accept or reject an application for membership.</p> <p>(b) An applicant becomes a Member when Netball WA accepts their application.</p> <p>(c) If an application is rejected, Netball WA shall:</p> <p>(i) refund any Fees paid for the membership application in accordance with the Membership Policy; and</p> <p>(ii) upon request by the applicant, provide the reasons for the rejection of the membership application.</p>	Proposed amendment simplifies procedure, removes redundant language and provides clarify.
13.	Rule 7 “Membership Renewal”	Removed rule.	This rule is proposed to be removed as it is procedural in nature and not required. This content is better placed in a policy.
14.	Rule 8 “Subscriptions and Fees”	<p><b>New rule 7</b></p> <p><b>Fees</b></p> <p>(a) At its absolute discretion, the Board shall determine the:</p> <p>(i) amount;</p>	Proposed amendment provides: (a) precision and clarity; and (b) ensures that the term “Fees” can be used throughout the Rules and provides consistency as to its meaning.

Membership			
Item	Current Clause	Proposed Change	Reason
		<p>(ii) <i>payment timeframes; and</i></p> <p>(iii) <i>manner of payment, of annual membership subscription, fees and any, levies and/or other monies payable by Members to Netball WA (Fees).</i></p> <p>(b) <i>A Member that has not paid all or part of the Fees 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 the Fees. Such rights will be suspended until such time as the Fees 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.</i></p>	
15.	Rule 9 “Effect of Membership”	<p><b><i>New rule 8</i></b></p> <p><i>Members acknowledge and agree that:</i></p> <p>(a) <i>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);</i></p> <p>(b) <i>they are subject to the jurisdiction of Netball WA;</i></p> <p>(c) <i>these Rules are made in pursuit of Objects, namely the mutual and collective benefit of Netball WA, the Members and the sport of Netball; and</i></p> <p>(d) <i>subject to these Rules, they are entitled to all benefits and services of Netball WA’s membership.</i></p>	<p>Proposed amendment:</p> <p>(a) provides clarity;</p> <p>(b) removes duplication; and</p> <p>(c) reflects the requirements of the <i>Associations Incorporation Act 2015 (WA)</i>.</p>

Membership			
Item	Current Clause	Proposed Change	Reason
16.	Rule 10 “Discontinuance of Membership”	<p><i><b>New rule 9.1</b></i></p> <p><i>(a) A Member ceases to be a Member, if the Member:</i></p> <ul style="list-style-type: none"> <li><i>(i) being a person, dies;</i></li> <li><i>(ii) ceases to be eligible as a Member under these Rules as determined by Netball WA;</i></li> <li><i>(iii) fails to renew their membership in accordance with Membership Policy;</i></li> <li><i>(iv) resigns under rule 9.2;</i></li> <li><i>(v) in the case of an Appointed Director, ceases to be a Director for any reason; or</i></li> <li><i>(vi) is expelled as a result of disciplinary action under rule 10.</i></li> </ul> <p><i>(b) A person who ceases to be a Member:</i></p> <ul style="list-style-type: none"> <li><i>(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</i></li> <li><i>(ii) is not entitled to a refund or credit for any Fees paid by the Member to Netball WA.</i></li> </ul>	Proposed amendments provide clarity and ensure consistency with the Rules and the Act.
17.	Rule 10.2 “Expiration of Notice Period”	Removed rule.	Proposed removal to reduce duplication.

Directors			
Item	Current Clause	Proposed Change	Reason
18.	Rule 13.1 “Powers of the Board”	<p><b><i>New rule 12.1</i></b></p> <p><i>(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></p> <p><i>(i) govern the sport of Netball in Western Australia in accordance with the Objects; and</i></p> <p><i>(ii) manage the national responsibilities of Netball WA.</i></p> <p><i>(b) If, at any time, the membership of 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.</i></p>	Proposed amendments reduce the superfluous content of the current rule (i.e. powers that are fundamental to, and expected of, the role of the Board).
19.	N/A	<p><b><i>New rule 12.3</i></b></p> <p><i>Upon appointment or election, a Director must immediately resign from any Disqualifying Position they hold.</i></p>	Proposed new rule: (a) protects NWA from actual and perceived risks of conflict; and (b) assist NWA to ensure transparency and promote good governance.
20.	Rule 14.1 “Qualifications for Elected Directors”	<p><b><i>New rule 13.1</i></b></p> <p><i>(a) Subject to rule 15, an Elected Director must:</i></p> <p><i>(i) be a Member;</i></p> <p><i>(ii) be at least eighteen (18) years of age;</i></p> <p><i>(iii) meet the qualifications as prescribed from time to time by the Board; and</i></p>	Proposed amendments reduce: (a) the current rule to only list the minimum eligibility requirements; and (b) content that is procedural in nature and better placed in a policy.

Directors			
Item	Current Clause	Proposed Change	Reason
		<p>(iv) <i>be eligible to serve as a Director under the requirements of the Act;</i></p> <p>(v) <i>not hold any Disqualifying Position.</i></p> <p>(b) <i>Elected Directors should have a knowledge of Netball WA and its strategic direction, its stakeholders and a commitment to the development of Netball.</i></p> <p>(c) <i>Nominees for Elected Director positions must declare any Disqualifying Position they hold.</i></p>	<p>Additionally, using the term “Disqualifying Position” (as opposed to listing the positions that must be declared) under new rule 13.1(a)(v) gives the Board flexibility to vary what it considers to be a conflicting position over time and as required.</p>
21.	Rule 14.2 “Elections of Elected Directors”	<p><b><i>New rule 13.2</i></b></p> <p>(a) <i>Subject to these Rules, the Board may determine the rules which govern the nomination and election of Elected Directors.</i></p> <p>(b) <i>Eligible nominees for Elected Director positions shall be voted on by a ballot as follows:</i></p> <p>(i) <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;</i></p> <p>(ii) <i>each Voting Member desiring to vote in the election will complete and submit a voting form by the time specified in the notice; and</i></p> <p>(iii) <i>each nominee must be elected by a majority of votes (more than fifty percent (50%)) of the votes cast by the Voting Members.</i></p> <p>(c) <i>At the Annual General Meeting the chairperson shall declare the result of the election.</i></p> <p>(d) <i>If:</i></p>	<p>Proposed amendments reduce the current rule to the minimum procedural requirements for voting on nomination – the substance of the nomination and election procedure can then be determined by the Board.</p>

Directors			
Item	Current Clause	Proposed Change	Reason
		<p>(i) <i>there are insufficient nominations received to fill vacancies in Elected Director positions; or</i></p> <p>(ii) <i>a nominee does not receive endorsement from a majority of votes cast by the Voting Members,</i></p> <p><i>the position remains vacant, any vacant position may be dealt with under rule 18.4.</i></p>	
22.	Rule 15.1 "Qualifications for Appointed Directors"	<p><b><i>New rule 14.1</i></b></p> <p>(a) <i>Subject to rule 15, a person is only eligible for appointment as an Appointed Director if that person:</i></p> <p>(i) <i>is at least eighteen (18) years of age;</i></p> <p>(ii) <i>is eligible to serve as a Director under the requirements of the Act; and</i></p> <p>(iii) <i>does not hold a Disqualifying Position.</i></p> <p>(b) <i>The Board may determine the requisite skills for Appointed Directors, taking into account skills that complement the Board composition and support the strategic direction of Netball WA. However, Appointed Directors need not have experience in the sport of Netball.</i></p> <p>(c) <i>Nominees for Appointed Director positions must declare any Disqualifying Position they hold.</i></p>	<p>Proposed amendments remove the requirement for Appointed Director to have "specific skills in commerce, finance, marketing, law or business..." and, instead, gives the Board the power to determine which skills are required.</p> <p>Additionally, using the term "Disqualifying Position" (as opposed to listing the positions that must be declared) under new rule 14.1(b) gives the Board flexibility to vary what it considers to be a conflicting position over time and as required.</p>
23.	Rule 15.2(b) "Eligibility of Appointed Directors"	Remove requirement for Director to sign a statutory declaration stating that they meet the eligibility requirements.	Current rule is procedural in nature and better placed in a policy.

Directors			
Item	Current Clause	Proposed Change	Reason
24.	N/A	<i><b>New rule 14.2</b></i>  <i>Subject to these Rules, the Board may determine the rules which govern the nomination and appointment of Appointed Directors.</i>	Proposed new rule provides NWA with flexibility over the process for appointing Appointed Directors. This is particularly useful given the Appointed Directors are appointed for their skills.
25.	Rule 15.3 “Term of Appointment”	<i><b>New rule 14.3</b></i>  <i>Appointed Directors shall be appointed by the Directors in accordance with these Rules for a term of two (2) years.</i>	Proposed amendments: (a) removes procedure and time periods for nomination to provide NWA with flexibility over when to appoint Appointed Directors; and (b) provides that Appointed Director can be appointed whenever there is a vacancy.
26.	Rule 18.1 “Grounds for Termination of a Director”	<i><b>New rule 18.1</b></i>  <i>The office of a Director becomes vacant if the Director:</i> <i>(a) dies;</i> <i>(b) is, or becomes, ineligible to be a Director under the Act or these Rules;</i> <i>(c) is a person liable to be dealt with in anyway under the law relating to mental health;</i> <i>(d) resigns from office in writing to Netball WA;</i> <i>(e) is absent without the consent of the Board from two (2) consecutive meetings of the Board;</i> <i>(f) accepts appointment to, or becomes the holder of, a Disqualifying Position;</i> <i>(g) is removed from office under rule 18.3.</i>	Proposed amendments: (a) insert a reference to new provision 18.3 re removal of a Director by the Board for material breach; and (b) ensure consistency with the Rules and the Act, reduce confusion and supports plain language. (For example: the Act includes bankruptcy as a disqualification to being a member of the Board of an incorporated association so this is not required to be added as an additional requirement under the Rules.)
27.	N/A	<i><b>New rule 18.3</b></i>	Proposed amendment provides the Board with the power to remove a Director due to a material breach

Directors			
Item	Current Clause	Proposed Change	Reason
		<p><i>(a) A Director may be removed from the Board, before the expiration of their term of office:</i></p> <p><i>(i) by the Members, at a General Meeting by Special Resolution; or</i></p> <p><i>(ii) by the Board, at a Board meeting, where the Board determines (acting reasonably) the Director has materially breached these Rules, a Policy or the law.</i></p> <p><i>(b) If a Director is removed under rule 18.3(a), the office of the Director becomes vacant and shall be filled under rule 18.4.</i></p> <p><i>(c) A Director who is the subject of a proposed resolution under rule 18.3(a) may:</i></p> <p><i>(i) make representations in writing to the chief executive officer and request that such representations be notified to the Members and/or Board (as applicable);</i></p> <p><i>(ii) speak to the motion at the relevant meeting; and</i></p> <p><i>(iii) elect to bring a support person, who is not a legal representative, to the meeting at which the resolution is to be considered.</i></p>	<p>of the Rules/Policy/law. It will assist the Board in promoting good governance.</p>
28.		<p><b><i>New rule 18.4</i></b></p> <p><i>(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 appointed under this rule 18.4(a) shall hold office until the conclusion of the next Annual General Meeting.</i></p> <p><i>(b) If a vacancy occurs in the position of a Director under rule 18.1, then in respect of:</i></p> <p><i>(i) an Elected Director:</i></p>	<p>Proposed amendments give the Board ability to determine the term of a Director appointed to fill a casual vacancy. This amendment:</p> <p>(a) allows the Board to align with the existing structure and objectives of the Board, NWA's strategic direction and other requirements at the time; and</p> <p>(b) where an Elected Director position is made vacant under rule 18.1, reduces time, cost</p>



Directors			
Item	Current Clause	Proposed Change	Reason
		<p>(A) the Directors may fill the vacancy, subject to the requirements of rule 13.1; and</p> <p>(B) the person appointed under rule 18.4(b)(i)(A) shall hold office at the Board's election either:</p> <p>(C) until the conclusion of the next Annual General Meeting; or</p> <p>(D) if the term of the original Elected Director who vacated office under rule 18.1 had not expired, for the balance of the original Elected Director's term;</p> <p>(ii) an Appointed Director:</p> <p>(A) the Directors may fill the vacancy, subject to the requirements of rule 14.1, and</p> <p>(B) the person appointed under rule 18.4(b)(ii)(A) shall hold office at the Board's election either for the remainder of the term of the original Appointed Director who vacated office under rule 18.1 or for a term determined under rule 14.3.</p>	<p>and administrative burden in returning to the Voting Members for a decision as to the length of tenure and allows the Board flexibility to ensure not all Director vacant positions are up for election at the same time to provide for continuity of experience and knowledge.</p>
29.	Rule 19.5 "Resolutions not in a Meeting"	<p><b>New rule 19.5</b></p> <p>(a) Subject to these Rules and the Act, the Board may pass a circular resolution without a Board meeting being held.</p> <p>(b) A circular resolution is passed if all of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution.</p> <p>(c) Each Director may sign:</p> <p>(i) a single document setting out the resolution and containing a statement that they agree to the resolution; or</p>	<p>Proposed amendments are to simplify and modernise the process for circular resolutions, which can be made electronically.</p> <p>Current rule is overly procedural and restrictive.</p>

Directors			
Item	Current Clause	Proposed Change	Reason
		<p>(ii) <i>separate copies of that document, provided that the wording of the resolution is the same in each copy.</i></p> <p>(d) <i>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.</i></p> <p>(e) <i>If one (1) or more of the Directors is not physically present at a meeting, the meeting shall be deemed to be held at:</i></p> <p>(i) <i>if a Director is present at that location, the place specified in the notice of meeting; or</i></p> <p>(ii) <i>if no Director is present at that location, the place where the chairperson is located.</i></p>	
30.	Rule 21.1 "Directors' Interests"	<p><b><i>New rule 21</i></b></p> <p>(a) <i>A Director must not hold a Disqualifying Position.</i></p> <p>(b) <i>A Director who accepts a Disqualifying Position must immediately notify the Board of that fact and rule 18.1(f) applies.</i></p>	Proposed amendments mean the scope and types of conflicts that may be prohibitive to be determined by the Board (i.e. Disqualifying Position). It will assist the Board in promoting good governance.
31.	Rule 21.2 "Conflict of Interest"	<p><b><i>New rule 21.2</i></b></p> <p>(a) <i>A Director who has any material personal interest in a matter being considered at a Board meeting must:</i></p> <p>(i) <i>as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board;</i></p> <p>(ii) <i>not be present while the matter is being considered at the Board meeting or vote on the matter; and</i></p> <p>(iii) <i>disclose the nature and extent of the interest at the next General Meeting.</i></p>	Proposed amendments ensure consistency with the Rules and the Act, reduce confusion and support plain language.

Directors			
Item	Current Clause	Proposed Change	Reason
		<p><i>(b) Rule 21.2(a) does not apply in relation to a material personal interest that:</i></p> <p><i>(i) exists only because the Director is a member of a class of persons for whose benefit Netball WA is established; or</i></p> <p><i>(ii) the Director has in common with all, or a substantial proportion of, the Members.</i></p>	
32.	Rule 23 "Delegations"	<p><b><i>New rule 23</i></b></p> <p><i>(a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board to:</i></p> <p><i>(i) a committee appointed under rule 22;</i></p> <p><i>(ii) a Director;</i></p> <p><i>(iii) the Company Secretary;</i></p> <p><i>(iv) an Officer; or</i></p> <p><i>(v) the chief executive officer.</i></p> <p><i>(b) The Board may revoke or vary a delegation previously made whether or not the delegation is expressed to be for a specified period.</i></p> <p><i>(c) The Directors may continue to exercise all of their powers despite any delegation.</i></p>	Proposed amendment complies with the modern approach and removes the restrictive procedural requirements.
33.	Rule 24 "Validity of acts of the Board"	<p><b><i>New rule 24</i></b></p> <p><i>An act of the Board, whether done:</i></p> <p><i>(a) by a person acting as a Director;</i></p> <p><i>(b) at any Board meeting; or</i></p> <p><i>(c) by the Board,</i></p> <p><i>will not be invalidated if:</i></p>	Proposed amendment seeks to: <ul style="list-style-type: none"> <li>(a) provide precision and clarity;</li> <li>(b) protect circumstances where a Director has acted on behalf of the Board (in addition to acts of the Board collectively made); and</li> <li>(c) include defects associated with a Director's eligibility (in addition to disqualification).</li> </ul>

Directors			
Item	Current Clause	Proposed Change	Reason
		<p>(d) there was a defect in the appointment, election or qualification of a Director;</p> <p>(e) a Director was disqualified;</p> <p>(f) a Director ceased to be a Director under rule 18.1; or</p> <p>(g) a Director not being entitled to vote, unless one of the circumstances set out in rules 24(d) to 24(g) was known to the Board when the act was done.</p>	
34.	Rule 25(c) "Chief Executive Officer"	<p><b>New rule 25(c)</b></p> <p><i>The chief executive officer shall be entitled to receive notice of, attend and participate in debate at all meetings of the Board (unless otherwise determined by the Board at its absolute discretion), but shall have no entitlement to vote.</i></p>	Proposed amendment seeks to reduce procedural aspects that are not required to be in the Rules and also give the Board flexibility to conduct meetings without the CEO. While this acknowledges that the CEO is entitled to attend all regular meetings, there may be circumstances where it would be inappropriate for the CEO to attend (e.g. where the agenda includes CEO remuneration or CEO recruitment).

General Meetings			
Item	Current Clause	Proposed Change	Reason
35.	Rule 31 "Notice of General Meeting"	<p><b>New rule 28.4</b></p> <p>(a) Netball WA must give to all Members and the Auditor:</p> <p>(i) at least twenty-one (21) days' notice of a General Meeting if a Special Resolution is proposed to be at the meeting; or</p> <p>(ii) at least fourteen (14) days' notice of a General Meeting in any other case.</p>	Proposed amendments: <ul style="list-style-type: none"> <li>(a) provide precision and clarity;</li> <li>(b) simplify and reduce unnecessary content;</li> <li>(c) significantly reduce notice period (as instructed);</li> <li>(d) modernise language; and</li> <li>(e) align with model rules.</li> </ul>

General Meetings			
Item	Current Clause	Proposed Change	Reason
		<p>(b) <i>The notice referred to in rule 28.4(a) must:</i></p> <p>(i) <i>specify the date, time and location of the General Meeting; and</i></p> <p>(ii) <i>the particulars and order of the business to be transacted at the General Meeting; and</i></p> <p>(iii) <i>if a Special Resolution is proposed:</i></p> <p>(A) <i>set out the wording of the proposed Special Resolution; and</i></p> <p>(B) <i>state that the resolution is intended to be proposed as a Special Resolution.</i></p> <p>(c) <i>Netball WA shall announce notices of General Meetings on digital platforms at its discretion.</i></p>	
36.	Rule 35.2 "Recording of Determinations"	<p><b><i>New rule 28.9</i></b></p> <p><i>Unless a Poll is demanded, a declaration by the chairperson that a resolution has been passed or lost shall be conclusive evidence of the fact (without proof of the number of the votes recorded in favour of or against the resolution).</i></p>	Proposed amendments simplify and modernise language.
37.	Rule 41 "Notice of Motion"	Removed rule.	This rule is proposed to be removed as it requires an additional procedural step which is not required by law and Voting Members have the right to requisition a special general meeting in any event.
38.	Rule 42 "Minutes of General Meeting"	<p><b><i>New rule 28.16</i></b></p> <p>(a) <i>The Company Secretary must cause proper minutes of all proceedings of General Meetings to be:</i></p> <p>(i) <i>taken at the General Meetings; and</i></p>	Proposed amendments provide precision and align with common practice.

General Meetings			
Item	Current Clause	Proposed Change	Reason
		<p>(ii) entered into Netball WA's records kept for that purpose within a reasonable time after the date of the General Meeting.</p> <p>(b) (b) The Company Secretary must ensure that all minutes are checked and signed as correct by the chairperson of the General Meeting to which those minutes relate.</p> <p>(c) (c) Where minutes have been signed as correct under rule 28.17(b) and entered into Netball WA's records under rule 28.17(a)(ii), they are evidence of the following, unless and until the contrary is proven:</p> <p>(i) the General Meeting to which they relate was duly convened and held;</p> <p>(ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and</p> <p>(iii) all appointments or elections purporting to have been made at the General Meeting have been validly made.</p>	
39.	Rule 43 "Postal and Electronic Ballot"	<p><b>New rule 29</b></p> <p>At times outside of General Meetings, the Board may at its discretion submit a proposed motion or election to a vote by the Voting Members in such manner as it considers reasonable and necessary and as set out in an applicable Policy.</p>	Proposed amendments aim to simplify and reduce procedural content.
40.	Rule 44 "By-Laws and Policies"	<p><b>New rule 30</b></p> <p>(a) The Board may make, amend or adopt Policies for:</p> <p>(i) the advancement, management and administration of Netball WA; or</p>	Proposed amendments seek to:

General Meetings			
Item	Current Clause	Proposed Change	Reason
		<p>(ii) <i>the advancement of the Objects and Netball.</i></p> <p>(b) <i>All Policies made under these Rules shall be binding on Netball WA and its Members.</i></p>	

Operational Aspects			
Item	Current Rule	Proposed Change	Reason
41.	Rule 3 “Powers of Netball WA”	<p><b><i>New rule 3</i></b></p> <p><i>Netball WA has the powers conferred on it by the Act, including the power to:</i></p> <p><i>(a) acquire, hold, deal with, and dispose of any real or personal property;</i></p> <p><i>(b) open and operate bank accounts;</i></p> <p><i>(c) invest any money of Netball WA not immediately required in any security authorised by law for the investment of trust money;</i></p> <p><i>(d) borrow money upon such terms and conditions as the Board determines;</i></p> <p><i>(e) give such security for the discharge of liabilities incurred by Netball WA as the Board determines;</i></p> <p><i>(f) appoint agents to transact any business of Netball WA on its behalf;</i></p> <p><i>(g) (g) enter into any contract it considers necessary or desirable;</i></p> <p><i>(h) form or take part in the formation of companies, associations, partnerships, joint ventures, trusts or other arrangements; and</i></p>	Proposed amendment removes redundant language and seeks to clarify and simplify.

Operational Aspects			
Item	Current Rule	Proposed Change	Reason
		<i>(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.</i>	
42.	Multiple	Amend references to “Chief Executive Officer” or “Secretary” to be “Netball WA” where related to an operational duty/task	Proposed amendments make the organisation responsible for the performance duty/task, as opposed to one identified Officer.
43.	Rule 4.2 “Source of Funds”	Remove rule.	Proposed deletion as the current rule is unnecessary and may be restrictive in practice.
44.	N/A	<b><i>New rule 26</i></b>  <i>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.</i>	Proposed new rule is inserted for clarity.
45.	Rule 27 “Duties of Netball WA (Inc)”	Removed and reallocated under new rule 32 (“Records, Reports and Accounts”).	Proposed amendments delete this rule entirely and re-allocate each duty to be included under rule 32 which addresses record-keeping and accounts management.
46.	Rules 22 & 23 “Committees of the Board” & “Delegations”	<b><i>New rule 22</i></b>  <i>(a) The Board may from time to time appoint committees to undertake certain tasks as determined by the Board.</i> <i>(b) Each committee appointed under rule 22(a), shall be:</i> <i>(i) comprised of suitably skilled persons; and</i> <i>(ii) governed by a terms of reference, as determined by the Board.</i>	Proposed amendments significantly reduce the unnecessary procedural aspects of the current rules and restructures the rules to clarify that committees may be appointed to undertake certain tasks (and some such tasks may require the committee to be delegated with Board powers). It will assist the Board in promoting good governance.



Operational Aspects			
Item	Current Rule	Proposed Change	Reason
		<p>(c) A Director or the chief executive officer shall be ex-officio members of any committee so appointed.</p> <p>(d) Within fourteen (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.</p> <p><b>New rule 23</b></p> <p>(a) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board to:</p> <ul style="list-style-type: none"> <li>(i) a committee appointed under rule 22;</li> <li>(ii) a Director;</li> <li>(iii) the Company Secretary;</li> <li>(iv) an Officer; or</li> <li>(v) the chief executive officer.</li> </ul> <p>(b) The Board may revoke or vary a delegation previously made whether or not the delegation is expressed to be for a specified period.</p> <p>(c) The Directors may continue to exercise all of their powers despite any delegation."</p>	
47.	Rules 48.5 & 49 "Notices" & "Notice on Netball WA (Inc)"	<p><b>New rule 34</b></p> <p>(a) A notice is deemed to have been sent and received under these Rules if:</p> <ul style="list-style-type: none"> <li>(i) personally delivered, on the day of delivery;</li> <li>(ii) served by pre-paid post, on the third (3rd) day following that upon which it is posted;</li> </ul>	Proposed amendments modernise and apply the same requirements for notices sent to and from NWA.

Operational Aspects			
Item	Current Rule	Proposed Change	Reason
		<p><i>(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.</i></p> <p><i>(b) 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.</i></p>	