



PRINCIPAL PARTNER



Netball WA (Inc)
(IARN A0650051N) (ABN 36 657 982 648)
(Association)

PROPOSED SPECIAL RESOLUTION FOR ANNUAL GENERAL MEETING

Special Resolution – Amend the Rules

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:
*Pursuant to rule 37 of the Association's Rules, the Voting Members of the Association resolve by **Special Resolution** to amend the Rules of the Association in the manner set out in Annexure A to the Notice of Annual General Meeting and approve the clean version of the Rules in the manner set out in Annexure B (containing all of the amendments) to the Notice of Annual General Meeting.*

EXPLANATORY STATEMENT

Reasons for the Resolution

The Board has proposed amendments to be made to the Rules of the Association. A high-level summary of these proposed amendments is set out below:

1. **Rule 15(a)** - Increasing the maximum term of Directors from 6 years to 9 years to better balance Board renewal with continuity, by providing greater flexibility to retain Directors with critical skills and organisational knowledge where this is in the best interests of Netball WA, and to support leadership stability and effective governance.
2. **Rules 13.3(a), 14.3 and 15(b)** – Clarifying when an Elected Director and Appointed Director's respective terms commence and end.
3. **Rule 15(a)(ii)** – Insert a requirement that a person who has served as a Director (in any capacity) for a consecutive period of 9 years, is entitled to finish their current term of office, but upon the expiry of that term of office they cannot be a Director of the Association (in any capacity) for at least 24 months.
4. **Rule 15(b)(vi)** – Inserted to ensure a smooth and orderly transition to the revised Director tenure framework. This provision avoids unintended outcomes where Directors who have reached the previous maximum period of continuous service would otherwise be required to retire at an Annual General Meeting, notwithstanding Netball WA moving to a longer maximum tenure period.
5. **Rule 18.1(e)** – To strengthen clarity around Director attendance expectations, while retaining flexibility for approved absences communicated to the President.
6. **Rule 18.4(c)** – This rule has been inserted to clarify that any period for which a person is appointed to fill a casual vacancy on the Board counts towards the calculation of that person's maximum term of office as a Director.

So that the Members can clearly see the amendments which are being proposed, the amendments have been marked up in tracking in the Rules at **Annexure A** of this Notice.

A finalised clean version of the amended Rules is attached at **Annexure B** of this Notice and this is the version of the Rules which the Voting Members will be asked to approve by Special Resolution at the Annual General Meeting.

The Board recommends that the Members approve the proposed resolution.

Legal Requirements

The resolution to amend the Rules is a Special Resolution. This means that the resolution must be passed by 75% or more of the Voting Members present who are entitled to vote and cast a vote at the Annual General Meeting.

The Special Resolution is passed in accordance with the requirements of section 30 of the *Associations Incorporation Act 2015* (WA).

After the Special Resolution is passed at the Annual General Meeting, the amended Rules must be lodged with the Department of Local Government, Industry Regulation and Safety within 28 days. The changes to the Rules will take effect from the date the Commissioner of Consumer Protection approves the amended Rules.