Rules of Association

Netball WA (Inc)

11 August 2026

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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 the *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 28.1.

Appointed Director means a Director appointed under rule 14 or rule 18.4(b)(ii).

Auditor means the auditor of Netball WA appointed under rule 33.2(b)

Board means the governing 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.

Company Secretary means the person appointed under rule 26.

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

Disqualifying Position means any person who holds:

(a) any position of employment or profit in Netball WA; or

(b) an Official Position,

except any position that is expressly authorised by resolution of the Board.

Elected Director means a Director elected under rule 13.2 or appointed under rule 18.4(a) or rule 18.4(b)(i).

Fees has the meaning given to it under rule 7(a).

Financial Year means year ending 31 December in any year.

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

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 a person granted life membership of Netball WA under rule 5.5(a).

Life Member Policy means the Policy setting out membership criteria and requirements for Life Members, determined by the Board under rule 5.5(b).

Member means a member of Netball WA as set out under rule 5.

Member Association means the Tier 1, Tier 2 and Tier 3 associations, as set out under rule 5.1(a).

Membership Policy means the Policy setting out membership criteria and requirements determined by the Board under rule 5.3.

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:

(a) registered members of a Member Association that do not play in any competition; or

(b) an Appointed Director for the duration of their term as an Appointed Director.

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.

Official Position means a person who holds a position, whether elected or appointed:

(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

(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,

except any position that is expressly authorised by resolution of the Board.

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

Policy means a policy of, or adopted by, Netball WA, as determined by the Board and published from time to time.

Poll means a count of votes.

President means the person appointed under rule 16 who holds office as "President" under these Rules.

Program Participant means a person who participates in programs delivered by approved Members of Netball WA.

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 other than an Annual General Meeting.

Special Resolution means a special resolution passed in accordance with the Act and requiring seventy-five percent (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 28.4.

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.

World Netball means the International Netball Federation Ltd. of Suite 6.02, Floor 6, Tomorrow, MediaCityUK, Salford, M50 2AB United Kingdom, (trading as "World Netball").

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; and

(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 17.

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 to 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 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

(a) An application for new membership by a Member Association must be:

(i) in writing, in the form prescribed by the Board;

(ii) accompanied by the relevant Fees; and

(iii) lodged with Netball WA by the due date (as determined by the Board), for Board acceptance.

(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.

(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.

5.5 Appointment of 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 determined by the Board and prescribed in the Life Membership Policy.

6. Discretion to Accept or Reject an Application

(a) Netball WA may accept or reject an application for membership.

(b) An applicant becomes a Member when Netball WA accepts their application.

(c) If an application is rejected, Netball WA shall:

(i) refund any Fees paid for the membership application in accordance with the Membership Policy; and

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

7. Fees

(a) At its absolute discretion, the Board shall determine the:

(i) amount;

(ii) payment timeframes; and

(iii) manner of payment,

of annual membership subscription, fees, levies and/or other monies payable by Members to Netball WA (**Fees**).

(b) 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.

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 Objects, namely the mutual and collective benefit of Netball WA, the Members and the sport of Netball; and

(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 a person, dies;

(ii) ceases to be eligible as a Member under these Rules as determined by Netball WA;

(iii) fails to renew their membership in accordance with Membership Policy;

(iv) resigns under rule 9.2;

(v) in the case of an Appointed Director, ceases to be a Director for any reason; or

(vi) 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.

9.2 Notice of Resignation

(a) Subject to these Rules, any Member who is eligible to pay, has paid all Fees 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 (1) 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;

(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, in accordance with any relevant Policy.

11. Register of Members

11.1 Maintaining a Register of Members

(a) Netball WA must keep and maintain a Register of Members, in which information shall be entered 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 any information in 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 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; and

(ii) manage the national responsibilities of Netball WA.

(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.

12.2 Composition of the Board

The Board shall comprise of:

(a) five (5) Elected Directors; and

(b) four (4) Appointed Directors.

12.3 Disqualifying Position

Upon appointment or election, a Director must immediately resign from any Disqualifying Position they hold.

13. Elected Directors

13.1 Eligibility for Elected Directors

(a) An Elected Director must:

(i) be a Member;

(ii) be at least eighteen (18) years of age;

(iii) meet the qualifications as prescribed from time to time by the Board;

(iv) be eligible to serve as a Director under the requirements of the Act;

(v) be eligible for appointment under rule 15; and

(vi) not hold any Disqualifying Position.

(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 Disqualifying Position they hold.

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 nominees 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 a voting form by the time specified in the notice; and

(iii) each nominee must be elected by a majority of votes (more than fifty percent (50%)) of the votes cast by the Voting Members.

(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 vacancies in Elected Director positions; or

(ii) a nominee does not receive endorsement from a majority of votes cast by the Voting Members,

the position remains vacant and any vacant position may be dealt with under rule 18.4.

13.3 Term of Appointment

(a) The term of 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 third (3rd) Annual General Meeting following their appointment.

(b) Should any adjustment to the term of Elected Directors be necessary to ensure rotational terms in accordance with these Rules, the adjustment shall be determined by the Board based upon:

(i) two (2) Elected Directors being elected every third (3rd) year; and

(ii) one (1) Elected Director being elected two (2) out of every three (3) years.

14. Appointed Directors

14.1 Eligibility of Appointed Directors

(a) A person is eligible for appointment as an Appointed Director if that person:

(i) is at least eighteen (18) years of age;

(ii) is eligible to serve as a Director under the requirements of the Act;

(iii) is eligible for appointment under rule 15; and

(iv) does not hold a Disqualifying Position.

(b) 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.

(c) Nominees for Appointed Director positions must declare any Disqualifying Position they hold.

14.2 Appointment

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

14.3 Term of Appointment

Appointed Directors shall be appointed by the Directors in accordance with these Rules for a term of up to three (3) years from their date of appointment.

15. Term of Directors

(a) A person who has served as an Elected Director or Appointed Director (or both) consecutively for at least nine (9) years, may continue to hold office until the conclusion of their then current term, but is not eligible for re-election as an Elected Director or re-appointment as an Appointed Director, until after the expiration of twenty four (24) months following the date of the conclusion of their most recent term as a Director.

(b) For the avoidance of doubt:

(i) a Director's consecutive service as a Director includes any service as an Elected Director and/or as an Appointed Director without a break between terms;

(ii) one year of an Elected Director's term is from the date of one Annual General Meeting to the date of the next following Annual General Meeting, except if a person is appointed to fill a vacancy under rule 18.4(a), in which case their one year term is from the date of their appointment to the next following Annual General Meeting;

(iii) one year of an Appointed Director's term is from the date of their appointment to the date that is one year following the date of appointment;

(iv) the calculation of a person's tenure appointed to fill a vacancy under rule 18.4(b), is calculated from the date of their appointment to the date they cease to hold office under that term of appointment;

(v) otherwise in circumstances not expressly stated in this rule, if a Director holds office for part of a year, their tenure is calculated from the date of their appointment to the date they cease to hold office under that term of appointment; and

(vi) if a Director's term expires at the annual general meeting held in 2026 because they have been in office for a continuous period of 6 years or more, they are entitled to be re-appointed to and remain in office on and from the 2026 annual general meeting, subject to the provisions of these Rules.

16. Appointment of President

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

(b) The Director appointed as President will hold office for the balance of their current term as a Director.

(c) The President may be an Elected Director or an Appointed Director.

(d) 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.

17. Director Remuneration

Directors are entitled to receive remuneration as approved by the Members in a

General Meeting.

18. Vacancies of Directors

18.1 Ceasing to be a Director

The office of a Director becomes vacant if the Director:

(a) dies;

(b) is, or becomes, ineligible to be a Director under the Act or these Rules;

(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 from:

(i) two (2) consecutive meetings of the Board; or

(ii) [two (2) meetings of the Board within a twelve (12) month period,

without a valid reason or sufficient notice and the Board resolves that the office of that Director be vacated;

(f) accepts appointment to, or becomes the holder of, a Disqualifying Position;

(g) is removed from office under rule 18.3.

18.2 Returning the books of Netball WA

Within fourteen (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 (as nominated and authorised by the Board from time to time).

18.3 Removal of a Director

(a) A Director may be removed from the Board, before the expiration of their term of office:

(i) by the Members, at a General Meeting by Special Resolution; or

(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.

(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.

(c) A Director who is the subject of a proposed resolution under rule 18.3(a) may:

(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);

(ii) speak to the motion at the relevant meeting; and

(iii) elect to bring a support person, who is not a legal representative, to the meeting at which the resolution is to be considered.

18.4 Appointment of Casual Vacancy

(a) If a vacancy occurs in the position of an Elected Director under rule 13.2(d), the Board may appoint a person to fill the vacancy, 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 following their appointment.

(b) If a vacancy occurs in the position of a Director under rule 18.1, then in respect of:

(i) an Elected Director:

(A) the Directors may appoint a person to fill the vacancy, subject to the requirements of rule 13.1; and

(B) the person appointed under rule 18.4(b)(i)(A) shall hold office at the Board's election either:

i. until the conclusion of the next Annual General Meeting following their appointment; or

ii. 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;

(ii) an Appointed Director:

(A) the Directors may appoint a person to fill the vacancy, subject to the requirements of rule 14.1, and

(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.

(c) The period a person is appointed to fill a vacant position under this rule 18.4, does count towards the calculation of their maximum term of office as an Elected Director or Appointed Director for the purpose of rule 15.

18.5 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.

19. Meetings of the Board

19.1 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 (2) Directors, convene a meeting of the Board within twenty-eight (28) days.

19.2 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 (2nd) Board Meeting within a period of fourteen (14) days.

19.3 Notice of Board Meetings

(a) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than seven (7) days' notice of the meeting of the Board shall be given to each Director.

(b) An agenda shall be provided to each Director not less than three (3) days prior to such meeting.

19.4 Chairperson of Board Meeting

(a) The President shall preside at every meeting of the Board.

(b) If the President is not present, or is unwilling to preside, the Directors shall choose one (1) of their number to preside as chairperson for that meeting only.

19.5 Resolutions made 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) 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) if a Director is present at that location, the place specified in the notice of meeting; or

(ii) if no Director is present at that location, the place where the chairperson is located.

19.6 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 a reasonable opportunity to participate.

(b) The Director may only withdraw their consent for the use of technology by a resolution of the Board.

19.7 Minutes of Board Meeting

(a) The Company Secretary must cause minutes of all proceedings of the Board and of committees to be taken and then to be entered, within thirty (30) days after the relevant meeting is held, in Netball WA's records kept for that purpose.

(b) The Company 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 meeting.

20. Decision of the Board

(a) Subject to rule 21.2, each Director participating in a Board meeting has one (1) 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.

21. Conflicts

21.1 Directors' Interests

(a) A Director must not hold a Disqualifying Position.

(b) A Director who accepts a Disqualifying Position must immediately notify the Board and rule 18.1(f) applies.

21.2 Conflict of Interest at Board Meetings

(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 21.2(a) does not apply in relation to a material personal interest that:

(i) exists only because the Director is a member of a class of persons for whose benefit Netball WA is established; or

(ii) the Director has in common with all, or a substantial proportion of, the Members.

22. Committees of the Board

(a) The Board may from time to time appoint committees to undertake certain tasks as determined by the Board.

(b) Each committee appointed under rule 22(a), shall be:

(i) comprised of suitably skilled persons; and

(ii) governed by a terms of reference,

as determined by the Board.

(c) A Director or the chief executive officer shall be ex-officio members of any committee so appointed.

(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.

23. 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 appointed under rule 22;

(ii) a Director;

(iii) the Company Secretary;

(iv) an Officer; 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.

24. Validity of Acts of the Board

An act of the Board, whether done:

(a) by a person acting as a Director;

(b) at any Board meeting; or

(c) by the Board,

will not be invalidated if:

(d) there was a defect in the appointment, election or qualification of a Director;

(e) a Director was disqualified;

(f) a Director ceased to be a Director under rule 18.1; or

(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.

25. 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 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.

26. 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.

27. Delegates

27.1 Appointment of Delegates

(a) Each Voting Member shall appoint one (1) Delegate, for such term as is deemed appropriate by the Voting Member.

(b) A Delegate must:

(i) be a Member of Netball WA;

(ii) be appropriately empowered by the appointing Voting Member to consider, make decisions and vote at General Meetings;

(iii) not be a Director of Netball WA; and

(iv) not be a Delegate for more than one (1) Voting Member.

27.2 Members to Advise

Each Voting Member shall advise Netball WA of its Delegate within fourteen (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.

28. General Meetings

28.1 Annual General Meetings

(a) An Annual General Meeting 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) General Meetings shall be held in accordance with these Rules.

28.2 Special General Meeting

(a) All General Meetings other than the Annual General Meeting shall be a Special General 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 fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

28.3 Requisition of Special General Meetings

(a) On the requisition in writing of at least twenty percent (20%) of Voting Members, the Board shall 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 received by Netball WA, the Voting Members making the requisition may convene a Special General Meeting to be held not later than three (3) 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 near as possible, as a Special General Meeting convened by the Board.

28.4 Notice of General Meeting

(a) Netball WA must give to all Members and the Auditor:

(i) at least twenty-one (21) days' notice of a General Meeting if a Special Resolution is proposed to be at the meeting; or

(ii) at least fourteen (14) days' notice of a General Meeting in any other case.

(b) The notice referred to in rule 28.4(a) must:

(i) specify the date, time and location of the General Meeting; and

(ii) the particulars and order of the business to be transacted at the General Meeting; and

(iii) if a Special Resolution is proposed:

(A) set out the wording of the proposed Special Resolution; and

(B) state that the resolution is intended to be proposed as a Special Resolution.

(c) Netball WA shall announce notices of General Meetings on digital platforms at its discretion.

28.5 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 Fees (set in accordance with rule 7), then due and payable to Netball WA, are paid.

(b) The Auditor is entitled to attend and be heard at a General Meeting on any part of the business of that General Meeting that concerns the Auditor (if any) in their professional capacity.

28.6 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 fifty-one percent (51%) of the Voting Members.

(c) If a quorum is not obtained within thirty (30) minutes from the time specified in the notice of the General Meeting:

(i) in the case of a General Meeting requisitioned by Voting Members under rule 28.3, 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 (referred to in this rule as "adjourned General Meeting").

(d) If, at an adjourned General Meeting, a quorum is not present within thirty (30) minutes from the time appointed by the chairperson under rule 28.6(c)(ii), the adjourned General Meeting will lapse.

(e) No business shall be transacted at an adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

(f) If a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting must comply with the notice requirements under rule 28.4.

(g) Except as provided in rule 28.6(f), it shall not be necessary to comply with the notice requirements under rule 28.4 in respect of any adjourned General Meeting.

28.7 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 (1) of the Directors present, subject to these Rules, to preside as chairperson for that General Meeting only.

(c) The chairperson of a General Meeting may impose reasonable time limits on the speakers of any motion.

28.8 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless, before the vote is taken or on the declaration of the result of the show of hands, a Poll is duly demanded:

(a) by the chairperson; or

(b) by the majority of the Delegates of Voting Members.

28.9 Recording of Determinations

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).

28.10 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 General Meeting at which the Poll was demanded.

28.11 Resolutions at General Meetings

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

28.12 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.

28.13 Voting Entitlements

(a) Each Voting Member shall, subject to these Rules, be entitled to one (1) vote at General Meetings.

(b) No other Member shall be entitled to vote but (subject to these Rules) shall have, and be entitled to exercise, any applicable rights set out in rule 5.1.

28.14 Postponing or Cancelling a Meeting

(a) Subject to rule 28.14(b), the Board may change the venue for, postpone or cancel a General Meeting.

(b) If a Special General Meeting is called under rule 28.3, the Board must not cancel it without the consent of the relevant Members.

28.15 Business Transacted at a General Meeting

(a) Subject to rule 28.15(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 Members (if any); and

(iv) any other business as required by the Act.

(b) No business other than that stated on the notice of the General Meeting shall be transacted at the General Meeting.

28.16 Minutes of the General Meeting

(a) The Company Secretary must cause proper minutes of all proceedings of General Meetings to be:

(i) taken at the General Meetings; and

(ii) entered into Netball WA's records kept for that purpose within a reasonable time after the date of the General Meeting.

(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.

(c) Where minutes have been signed as correct under rule 28.16(b) and entered into Netball WA's records under rule 28.16(a)(ii), they are evidence of the following, unless and until the contrary is proven:

(i) the General Meeting to which they relate was duly convened and held;

(ii) all proceedings recorded as having taken place at the General Meeting did in fact take place; and

(iii) all appointments or elections purporting to have been made at the General Meeting have been validly made.

29. Postal and Electronic Ballot

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.

30. Netball WA Policies

(a) The Board may make, amend or adopt Policies for:

(i) the advancement, management and administration of Netball WA; or

(ii) the advancement of the Objects and Netball.

(b) All Policies made under these Rules shall be binding on Netball WA and its Members.

31. Dispute and Mediation

(a) Each Member agrees to comply with these Rules (and all Policies made under these Rules).

(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 these Rules cannot be resolved through the process set out in this rule 31, a party may 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.

32. Indemnity and Insurance

32.1 Directors and Officers not Liable

The Directors and Officers of Netball WA are not liable for:

(a) the acts of any other Director or Officer; or

(b) any loss, damage or expense suffered or incurred by Netball WA, unless such loses, costs and expenses are caused by the Director's or Officer's own wilful act, wilful neglect or wilful default.

32.2 Indemnification of Directors and Officers

Each Director and Officer is indemnified out of the funds of Netball WA against any:

(a) losses, costs or expenses; and

(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 Director or Officer in the discharge of their duties, except where such loses, costs and expenses are incurred by the Director's or Officer's own wilful act, wilful neglect or wilful default.

32.3 Obligation to Insure

(a) To the extent permitted by law, Netball WA must at all times maintain and pay (or procure the payment of) the premium for an insurance policy that insures each Director and Officer against the matters referred to in rule 32.2 during their term.

(b) The insurance policy to be taken out pursuant to rule 32.3(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 Director and Officer, than the terms of the insurance policy operating at the date on which the Director or Officer ceases to be a Director or Officer (as the case may be) of Netball WA.

33. Records, Reports and Accounts

33.1 Records Kept in Accordance with the Act

(a) Netball WA must keep proper accounts and other records (including an up-to-date copy of these Rules and a record of Directors and Officers) in accordance with:

(i) the Act;

(ii) generally accepted accounting principles; and

(iii) any other applicable code of conduct.

(b) All accounts and records of Netball WA shall be kept in the care and control of the chief executive officer.

(c) The funds of Netball WA are under the control of the Board and chief executive officer.

33.2 Auditor

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

(b) Netball WA must appoint an Auditor in accordance with the Act.

33.3 Inspection of Records

In accordance with the Act, a Member may inspect:

(a) these Rules;

(b) the Register of Members in accordance with rule 11.2; and

(c) the record of Directors and Officers in accordance with rule 33.1(a),

during Netball WA's business hours.

33.4 Board to Submit Accounts

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

33.5 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 (2) persons appointed in writing by the Board.

34. Notices

(a) A notice is deemed to have been sent and received under these Rules if:

(i) personally delivered, on the day of delivery;

(ii) served by pre-paid post, on the third (3rd) day following that upon which it is posted;

(iii) if sent electronically, on the date that the electronic communication was sent,

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

(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.

35. Execution of Documents

(a) Netball WA may execute a document if the document is signed by:

(i) two (2) Directors; or

(ii) one (1) Director and a person authorised by the Board; or

(iii) a person authorised by the Board under rule 23.

(b) Netball WA does not have a common seal.

36. Winding Up or Cancellation of Incorporation

36.1 Winding Up or Cancellation by Special Resolution

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

36.2 Distribution of Surplus Property

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

37. 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.