

## NETBALL WA

### Overview of suggested Constitutional Changes

Current Clause	Amended / Suggested Clause	Rationale
<p>The name of the association is Netball WA (Incorporated) ("Association").</p> <p>The head office of the Association is located in Perth, Western Australia.</p>	<p>The name of the Association is Netball WA hereafter referred to as Netball WA. Netball WA, with Board approval, may adopt a trading name without affecting the powers or interpretation of this constitution.</p>	<p>Provide specific reference to Netball WA and minimise confusion with reference to 'Netball WA Associations'</p>
<p>Definitions:</p> <p>Add new clauses</p>	<p><b>Electronic Mail</b> means the exchange of digital messages or other means of electronic transmission of data, which can be stored as approved from time to time by the Board.</p> <p><b>Member Association</b> means the Tier 1 Associations, Tier 2 Associations and the Tier 3 Associations.</p> <p><b>Member Entity</b> means all Regions, Member Associations and Affiliated Clubs and other approved Members of Netball WA excluding Individual Members and Life Members.</p>	
<p>The Association is the peak body for the administration of Netball in Western Australia.</p> <p>The objects for which the Association is established and maintained are to:</p> <p>(a) foster, promote, develop and manage the game of Netball in Western Australia;</p> <p>(b) become affiliated with or subscribe to the All Australia Netball Association Limited or any other association or bodies whose objects are similar to the objects of the Association and if thought fit to withdraw or retire from any such association or body;</p> <p>(c) abide by the official rules of the International Federations of Netball Associations and the</p>	<p><b>2.4 Objects</b></p> <p>(a) Netball WA is the peak body for the administration of Netball in Western Australia.</p> <p>(b) The objects for which Netball WA is established and maintained are:</p> <p>(i) foster, promote, develop and manage the game of Netball in Western Australia;</p> <p>(ii) affiliate with Netball Australia Limited or any other association or bodies whose objects are</p>	<p>Update IFNA to INF ( International Netball Federation)</p> <p>Update AANA to NA ( Netball Australia)</p> <ul style="list-style-type: none"> <li>• Seek to Keep a, d &amp; g</li> <li>• combine b&amp;c</li> <li>• Remove e &amp; f</li> </ul>

<p>interpretation thereof as determined by the International Federations of Netball Associations and/or the All Australia Netball Association Limited;</p> <p>(d) promote and conduct Netball competitions and events at all levels;</p> <p>(e) manage the representation of Western Australia in national events;</p> <p>(f) use and protect the Intellectual Property of the Association in the pursuit of these objects and the sport Netball;</p> <p>(g) promote and protect the interests of all Members and other participants of Netball.</p>	<p>similar to the objects of Netball WA and if thought fit to withdraw or retire from any such association or body;</p> <p>(iii) promote and conduct Netball competitions and events at all levels; manage the representation of Western Australia in national events;</p> <p>(iv) use and protect the Intellectual Property of Netball WA in the pursuit of these objects and the activity of Netball;</p> <p>(v) promote and protect the interests of all Members and other participants of Netball.</p>	
<p><b>4.3 Severance</b></p> <p>If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.</p>	<p><b>Delete Clause</b></p>	<p>No longer in model rules</p>

<p><b>5. REGIONS</b></p> <p><b>5.1 Regions</b> The Association shall consist of such Regions as are recognised by the Association to conduct Netball in a particular geographic area. The boundaries of each Region shall be as decided by the Board from time to time.</p> <p><b>5.2 Recognition of Regions as Members</b> A Region shall be recognised as a Member of the Association and shall administer and develop Netball in its particular geographical area, subject to the direction of the Association and in accordance with the objects of the Association.</p> <p><b>5.3 Compliance of Regions</b> Each Region shall:</p> <p>(a) be incorporated in Western Australia under the Act or similar legislation;</p> <p>(b) at all times operate with, and promote, mutual trust and confidence between the Association and the Members in pursuit of these objects;</p> <p>(c) elect or appoint two adult Delegates to represent it at General Meetings in accordance with this Constitution (one Delegate to be appointed the voting Delegate);</p> <p>(d) if requested, provide the Association with copies of its audited accounts, annual report and other associated documents within 30 days of the Region's annual general meeting;</p> <p>(e) adopt in principle, the objects of the Association and adopt rules which reflect and which are generally in conformity with this Constitution;</p> <p>(f) do all that is reasonably necessary to enable the objects of the Association to be achieved;</p> <p><b>5.4 Operation of Rules</b></p>	<p><b>5 Membership</b></p> <p><b>5.1 Category of Membership</b></p> <p>a)The Members of Netball WA shall consist of:</p> <p>(i) Regions, which subject to these Rules, shall be represented by their Delegate/s who shall have the right to receive notice of, attend, speak, debate and vote at General Meetings for and on behalf of the their Region. All rights of Regions, including voting rights, shall cease, and Regions are deemed not to be a Member, after 31 December 2018.</p> <p>(ii) Tier 1 Associations, which subject to these Rules, shall be represented by their Delegate/s who shall have the right to nominate candidates for Elected Directors under rule 14.2 (c)(iii) receive notice of, attend, speak, debate and vote at General Meetings for and on behalf of the their Association. Membership rights, including voting rights shall be effective on and from 1 January 2019.</p> <p>(iii) Tier 2 Associations, which subject to these Rules, who shall have the right to nominate candidates for Elected Directors under rule 14.2 (c)(iii), 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. Membership rights shall be effective on and from 1 January 2019.</p>	<p>Refer relevant content to a 'Regions Transitional Clause.' – Regions will exist only in the new constitution until the commencement of the 2019 calendar/membership year.</p>
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The Association and the Regions agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the objects of the Association and the sport of Netball are to be conducted, encouraged, promoted and administered in Western Australia;
- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of the sport of Netball, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of Netball;
- (c) to make full and proper disclosure to each other of all matters of importance to the Association and the sport of Netball;
- (d) not to acquire a private advantage at the expense of the Association or any other Region or the sport of Netball;
- (e) to act for and on behalf of the interests of the sport of Netball, the Association and the Members; and
- (f) that should a Region have administrative, operational or financial difficulties, including but not limited to where a Region:
  - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Region; or
  - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation; or
  - (iii) a mortgagee or other creditor takes possession of any of its assets;
 the Association may, in its absolute discretion act to assist that Region in whatever manner and on

(iv)

Tier 3 Associations, which subject to these Rules, who shall have the right to nominate candidates for Elected Directors under rule 14.2 (c)(iii), 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. Membership rights shall be effective on and from 1 January 2019.

- b) Affiliated Clubs**, which subject to these Rules, shall have the right to receive notice of, and may appoint a representative to attend, General Meetings, but shall have no right to speak, debate or vote at General Meetings.
- c) Individual Members** - who subject to these Rules, shall have the right to receive notice of and may attend General Meetings, but have no right to speak, debate or vote at General Meetings.
- d) Life Members** who subject to these Rules, shall have the right to receive notice of and may attend General Meetings and speak, but have no right to debate or vote at General Meetings.

<p>such conditions as the Association considers appropriate, including, but not limited to the appointment of an administrator.</p>		
<p><b>REGION CONSTITUTIONS</b>  <b>6.1 Constitution</b>  The constituent documents of each Region shall clearly reflect the objects of the Association and shall be in a form acceptable to the Board.  <b>6.2 Amendments to Region Constitutions</b>  (a) Each Region shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to the Board and shall ensure its documents are amended in conformity with future amendments made to this Constitution.  (b) Regions shall have a transitional period, as determined by the Board, from the time of approval of this Constitution under the Act in which to amend their constitution in accordance with this Constitution, and for such time as their constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to the Association.</p>	<p><b>Delete</b></p>	<p>Covered in Member Policy and no longer required in constitution</p>
<p><b>7.1 Category of Members</b>  The Members of the Association shall consist of:  (a) the Regions, which subject to this Constitution, shall be represented by their Delegates who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Regions;  (b) the Member Associations, which subject to this Constitution, may appoint a representative to</p>	<p><b>5.3 Membership Criteria</b></p> <p>Members must meet the following criteria:</p> <p>a) Regions:</p> <p>Are recognised by Netball WA to conduct Netball in a particular geographic area. The</p>	<p>Provides for transitional arrangements and does not require further amendment once new model is in place.</p>

attend General Meetings, but shall have no right to debate or vote at General Meetings;  
(c) the Affiliated Clubs, which subject to this Constitution, may appoint a representative to attend General Meetings, but shall have no right to debate or vote at General Meetings;  
(d) Individual Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;  
(e) Life Members, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;  
(g) such new categories of Members, created in accordance with **Rule 7.2** below.

boundaries of each Region shall be as decided by the Board from time to time;

b) Tier 1 Association:

1. Be incorporated;
2. Have signed and comply with the Netball WA Association Annual Affiliation Agreement;
3. Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as determined by the Board from time to time;
4. Comply with all requirements of Netball WA Membership Policy in accordance with rule 45
5. Provide in writing to Netball WA the name of the

	<p>Delegate, who will receive all notices and correspondences from Netball WA and inform Netball WA of any changes to the membership.</p> <p>ii. Tier 2 Association:</p> <ol style="list-style-type: none"> <li>1. Be incorporated;</li> <li>2. Have signed and comply the Netball WA Association Annual Affiliation Agreement;</li> <li>3. Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as determined by the Board from time to time;</li> <li>4. Comply with all requirements of Netball WA Membership Policy</li> </ol>	
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	<p>in accordance with rule45</p> <p>5. Provide in writing to Netball WA the name of the Delegate, who will receive all notices and correspondences from Netball WA and inform Netball WA of any changes to the membership and inform Netball WA of any changes to the membership.</p> <p>iii. Tier 3 Association:</p> <ol style="list-style-type: none"> <li>1. Be incorporated;</li> <li>2. Have signed and comply the Netball WA Association Annual Affiliation Agreement;</li> <li>3. Have the prescribed number of registered Playing Members, Non-Playing Members and Unique Product Participants as</li> </ol>	
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	<p>determined by the Board from time to time;</p> <ol style="list-style-type: none"> <li>4. Comply with all requirements of Netball WA Membership Policy in accordance with rule45</li> <li>5. Provide in writing to Netball WA the name of the Delegate, who will receive all notices and correspondences from Netball WA and inform Netball WA of any changes to the membership.</li> </ol> <p>iv. Affiliated Clubs:</p> <ol style="list-style-type: none"> <li>1. The criteria for Affiliated Clubs shall be outlined in the Netball WA Membership Policy in accordance with rule45</li> <li>2. Have signed and comply with the</li> </ol>	
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	<p>Netball WA Affiliated Club Annual Affiliation Agreement;</p> <p>3. Comply with all requirements of the Netball WA Membership Policy;</p> <p>v. Individual Members:</p> <p>1. The criteria for eligibility for Individual Members shall be outlined in the Netball WA Membership Policy in accordance with rule45</p> <p>2. Have registered and comply with the Netball WA Individual Member Annual Affiliation Agreement;</p> <p>3. Comply with all requirements of the Netball WA Membership Policy;</p> <p>vi. Life Members:</p>	
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	<ol style="list-style-type: none"> <li>1. The criteria for life membership, as determined by the Board, shall be set out in the Life Membership Policy in accordance with rule 45</li> <li>2. The Board shall appoint a Life Member in accordance with the criteria and procedure set out in the Life Membership Policy.</li> </ol> <p>Conditions, obligations and privileges of life membership shall be as prescribed in the Life Membership Policy</p>	
<p><b>10. REGISTER OF MEMBERS</b>  <b>10.1 Chief Executive Officer to Keep Register</b>  The Chief Executive Officer shall ensure that a register of Members is kept and maintained, in which shall be entered such information as is required under the Act from time to time.</p>	<p><b>12 Register of Members</b></p> <p style="text-align: center;"><b>12.1 Maintaining a Register of Members</b></p> <ol style="list-style-type: none"> <li>a) Netball WA must maintain a Register of Members in accordance with the Act.</li> <li>b) The Register of Members must include each Member's name and: <ol style="list-style-type: none"> <li>i) residential address;</li> </ol> </li> </ol>	<p>Amend to reflect the changes in the Act to only require 1 item for information.</p>

	<ul style="list-style-type: none"> <li>ii) postal address; or</li> <li>iii) email address.</li> </ul>	
<p><b>24. COMPOSITION OF THE BOARD</b></p> <p><b>24.1 Board Composition</b></p> <p>The Board shall comprise:</p> <ul style="list-style-type: none"> <li>a) Five Elected Directors elected in accordance with <b>Rule 25</b>;</li> <li>b) Two Appointed Directors which shall be appointed in accordance with <b>Rule 26</b>.</li> </ul>	<p><b>Amend to:</b></p> <p><b>13.2Composition of the Board</b></p> <p>The Board shall comprise of:</p> <ul style="list-style-type: none"> <li>a) five (5) Elected Directors elected in accordance with rule 14 <b>Error! Reference source not found.</b>; and</li> <li>b) two (2) Appointed Directors which shall be appointed in accordance with Rule 15</li> </ul>	<p>Aligns with ASC Governance Principles – Initially the recommendation was to move to 3 Appointed directors however after consultation with the membership it was agreed to have this remain as 2 appointed and 5 elected.</p>
<p><b>25.1 Qualifications of Elected Directors</b></p> <p>25.1 (c) Nominees for Elected Director positions on the Board must declare any position they hold in a Region, including office bearer, director or a paid appointee.</p>	<p><b>14. ELECTED DIRECTORS</b></p> <p>14.1 Qualifications for Elected Directors</p> <p>(d) A nominee who is subsequently elected as a Director shall immediately retire/resign from any position they hold as an office bearer, director or a paid employee of any Netball WA member entity from 1 January 2019.</p>	<p>ADD to clause:</p> <p>Applicable to positions on committees of Associations, clubs or affiliates. Does not prevent Netball WA Directors from holding non-elected positions (umpire/ team manager etc).</p>
<p>d) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the chair directs. If</p>	<ul style="list-style-type: none"> <li>e) If the number of eligible nominations received for the Board: <ul style="list-style-type: none"> <li>i) is equal to the number of vacancies to be filled; or</li> <li>ii) is insufficient to fill all vacancies on the Board, or</li> </ul> </li> </ul>	<p>Change from preferential voting to majority voting for elections. Much simpler process.</p> <p>Also add electronic voting procedure for Elected Director process</p>

the nominees are not elected or if there are vacancies to be filled, further nominations shall be called from the floor.

(e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the chair directs.

(f) The voting shall be conducted by preferential voting, the procedure for which will be detailed in By-Laws.

iii) is more than the number of vacancies to be filled,

then those nominations received shall be voted on by a ballot as follows:

iv) at least 28 days prior to the Annual General Meeting, each Voting Member entitled to vote will be forwarded a notice specifying the nominees for election and a voting form. The notice specifying the nominees for election and the voting form shall be in a format approved by the Board.

v) the notice specifying the nominees for election will contain:

A) the number of positions on the Board for which an election is required;

B) the names of each nominee; and

C) if provided, the written statement supplied in accordance with rule 14.2c).

f) Each Voting Member desiring to vote in the election will complete and submit the voting form as specified in the notice no later than 5pm, 21 days prior to the Annual General Meeting (excluding the day of the meeting).

g) The voting shall be conducted by majority voting.

	<p><b>h)</b> At the Annual General Meeting the chair at that meeting shall declare the result of the election.</p> <p><b>i)</b> If:</p> <ul style="list-style-type: none"> <li>i) there are insufficient nominations received to fill all vacancies on the Board; or</li> <li>ii) the nominations received do not receive endorsement of 50% or more of the Voting Members and therefore the positions remain vacant,</li> </ul> <p>any vacant position shall be dealt with under rule18.4.</p>	
<p><b>28.2 Decision of the Board</b></p> <p>Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. <b>The chair shall also have a casting vote where voting is equal.</b></p>	<p><b>20. Decision of the Board</b></p> <ul style="list-style-type: none"> <li>a) Every Director present at a Board Meeting has a deliberative vote.</li> <li>b) Any resolution put forward at a Board Meeting must be passed by a majority of the Directors present and voting at the Board Meeting.</li> <li>c)The chairperson does not have a casting vote.</li> </ul>	<p>Remove the cast vote of the Chair. Require consensus / majority vote</p>
<p><b>31.4Procedures of Delegated Entity</b></p>	<p>22. Committees of the Board</p> <p>Board may from time to time appoint committees to undertake certain tasks as determined by the Board. Committees shall be comprised of</p>	<p>Aligns with current Netball WA Committees: Audit &amp; Finance Governance &amp; Risk Awards &amp; Recognition</p>

	<p>suitably skilled persons as determined by the Board. A Director of the Board of Netball WA shall be appointed Chairperson of any such committee. The terms of reference for each committee shall be determined by the Board</p>	
<p><b>18.2 Unsuccessful Motion</b>  A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having similar effect be moved at a subsequent General Meeting for a period of 12 months. The chair of the General Meeting shall determine whether a motion is a motion having a similar effect.</p>	<p>Delete this clause</p>	<p>So as not or prevent the conduct of business, delete this clause.</p>
<p>Delete grievance clauses:  <b>42. GRIEVANCE PROCEDURE</b>  <b>42.1Grievance by a Member</b></p>	<p><b>46 Dispute and Mediation</b></p> <p>a) Each Member agrees to comply with the Netball Australia Member Protection Policy and Netball WA Disciplinary and Grievance Policies.</p> <p>b)The following dispute and mediation procedure will apply if a dispute arises under these Rules between :</p> <p style="padding-left: 40px;">i)a Member and another Member; or</p> <p style="padding-left: 40px;">ii)a Member and Netball WA.</p> <p>a) 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.</p>	<p>To avoid discrepancy between constitution and policy procedures- refer to policy for process.</p>

	<p>b) 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.</p> <p>c) The mediator must be:</p> <ul style="list-style-type: none"><li>i) a person chosen by agreement between the parties; or</li><li>ii) in the absence of agreement:<ul style="list-style-type: none"><li>A) if the dispute is between a Member and another Member – a person appointed by Netball WA; or</li><li>B) if the dispute is between a Member and the Board or Netball WA – a person appointed or employed by LEADR/IAMA.</li></ul></li><li>iii) A mediator appointed by Netball WA may be a Member or former Member but may not be a person who:<ul style="list-style-type: none"><li>A) has a personal interest in the dispute; or</li><li>B) is biased in favour of or against any party.</li></ul></li><li>iv) The mediator must not determine the dispute.</li></ul> <p>f) If a dispute between members that relates to the rules of Netball WA cannot be resolved through this process it will be possible to make an application for the matter to be heard by the State Administrative</p>	
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	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.	
<p><b>36. SEAL</b></p> <p><b>36.1 Safe Custody of Seal</b> The Chief Executive Officer shall provide for safe custody of the Seal.</p> <p><b>36.2 Affixing Seal</b> The Seal shall only be used by authority of the Board and every document to which the Seal is affixed shall be signed by two Directors or a Director and the Chief Executive Officer.</p> <p><b>36.3 Director's Interest</b> A Director may not sign a document to which the Seal of Netball WA is fixed where the Director is interested in the contract or arrangement to which the document relates.</p>	<p><b>50.2 Execution of documents and common seal</b></p> <p>a) Netball WA may execute a document without using a common seal if the document is signed by:</p> <p style="padding-left: 40px;">i) 2 Directors; or</p> <p style="padding-left: 40px;">ii) 1 Director and a person authorised by the Board; or</p> <p style="padding-left: 40px;">iii) persons specified in the Board approved Delegations Policy.</p>	Model Rules/ Act no longer require fixation of the Seal.

**SUGGESTED ELECTION TIME FRAMES – Clause 14.2**

Call for nominations	56 days	8 weeks
Nominations close	42 days	6 weeks
Confirmation of Delegate	35 days	5 weeks
Voting opens	28 days	4 weeks
Voting closes	21 days	3 weeks
Tied voting	14 days	2 weeks
Tied voting closes	7 days	1 week

**SUGGESTED NOTICE TIMEFRAMES – Clause 32**

General Meetings notice	56 days	8 weeks
Notices of motions must be received	42 days	6 weeks

Agenda and motions	28 days	4 weeks
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