

Changes to sections of the Constitution

Additions in BLUE, Amendments in RED and showing what the amendment is from

2. Definitions:

Addition:

Social Member means an individual upon whom social membership of WBA has been conferred under Rule 7.1 f).

7.1 Category of Member

Amendment:

c) Life Member

- i. The Board or Member may nominate a person who has rendered distinguished or special service to WBA for life membership of WBA. The nomination must be on the prescribed form (if any) and must be submitted to the CEO at least 30 days (**previously 21 days**) before the date set down for the next AGM.

Amendment:

7.1.d) Player/ Coach Life Member

- i. Players and Coaches will be considered once they have reached the 200(**previously 250**) game milestone for the WBA at the highest level (currently National Basketball League 1/State Basketball League).
- ii. This milestone means automatic consideration for Player/ Coach Life Member but not an automatic award.
- iii. In addition to the 200(**previously 250**) game milestone a Player or Coach must have demonstrated additional attributes valued by WBA to be considered by the Board for Player/ Coach Life Membership.

Amendment:

7.1.e) Affiliated Junior Domestic Club Member

The Affiliated Junior Domestic Club Membership fee will be determined by the Board as outlined in Rule 11. ~~The Affiliated Junior Domestic Club is entitled to one vote for each of the Affiliated Junior Domestic Club's team participating in the Junior Domestic Competition, plus one additional vote.~~

7.1.f) Social Member

Addition

Social Members of WBA shall be any person who has attained the age of eighteen (18) years on or before the 1 July of the specific financial year and who wishes to be a Social Member of the WBA with interests in advancing the Objects. They shall have the same rights, privileges and responsibilities as Playing Members except will have no voting rights, on payment of a Social Members fee as determined by the Board, from time to time.

Addition:

9.5 Application for Social Membership

9.5 Application for Social Membership

An application for new Social membership must be:

- a) in writing on the forms prescribed by the Board (if any) and lodged with the CEO for their acceptance. In the event of the absence of the CEO, a Board Member or the prescribed person filling the role of CEO at the time of the CEO's absence, may accept or reject the application; and
- b) accompanied by the appropriate fee.

9.6 Discretion to Accept or Reject Application for Social Membership

WBA may accept or reject an application.

- a) Where WBA accepts an application, the applicant shall become a Social Member. Membership of WBA shall be deemed to commence upon acceptance of the application by WBA.
- b) If an application is rejected, upon the request of the applicant, the reasons for the rejection of the membership application shall be provided.
- c) Where WBA rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by WBA.

Addition:

9.7 Social Membership Renewal

Social Members shall:

- a) renew their membership with WBA in accordance with the procedures applicable from time to time;
- b) pay the annual fees prescribed by WBA; and
- c) pay any arrears (by way of agreement to a payment plan or otherwise) in accordance with the procedures applicable from time to time.

17.1 Quorum

Amendment

The quorum for a General Meeting is twenty (20) Members, which will include one nominated committee representative from at least 75% (~~previously 50%~~) of WBA's Affiliated Junior Domestic Club Members. The quorum must be present at all times during the meeting. The Affiliated Junior Domestic Club Members' committee representative is to be advised in writing to the CEO 7 days prior to a General Meeting.

17.2 Right to appoint a proxy

Addition

Amendment

~~(a) A Voting Member entitled to attend a General Meeting may appoint a person as their proxy to attend and/or vote at the meeting in their place~~

- a) A Voting Member entitled to attend a General Meeting may appoint a person as their proxy to attend and/or vote at the meeting in their place.
- b) The instrument appointing a proxy is to be in a form determined by the Board and CEO and must be accepted by the appointee and provided to the CEO 7 days prior to a General Meeting.
- c) A proxy may be revoked by the appointing Member prior to the day of the meeting.

18. Voting at General Meetings and for the Board

18.1 Voting

Addition

Amendment

- a) Every Member (except Social Members) will have one vote. (PREVIOUSLY: Every Member (except Affiliated Junior Domestic Club Members) will have one vote. Affiliated junior domestic club members may vote as prescribed in rule 7.1 e).

18.3 Election of Board Members

Addition

Elections for Elected Board Members shall be by ballot at the relevant General Meeting.

The ballot for an election to fill one or more Elected Board Member positions will be conducted in accordance with the following procedure:

if at the close of nominations for an election to fill one or more Elected Board Member positions the number of eligible nominees (as determined by the Nominations Committee in accordance with clause 21.1(a)) is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill the Elected Board Member positions;

if at the close of nominations for an election to fill the Elected Board Member positions there are more eligible nominees (as determined by the Nominations Committee in accordance with clause 21.1(a)) than the number of positions to be filled:

the Nominations Committee will at their absolute discretion assess and narrow down the list of eligible nominees in accordance with clause 21.1(a); and

a ballot will be conducted and the eligible nominee(s) on the ballot who receives the highest number of votes using the preferential voting method will be elected to fill the Elected Board Member positions. Eligible nominees on the ballot paper will be ranked by voters in order of preference from 1 to the required number of Elected Board Members that year, with 1 being the most preferred candidate. If two or more eligible nominees on the ballot paper get the same number of votes, and there is only one Elected Board Member position to be filled, then the Chairperson has the casting vote.

20.1 Board Composition

Addition

amendment

c The Board Members and Nominations Committee must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Board Members.

21.1 Nominations Committee

Addition

amendment

~~21.1 — Qualifications for an Elected Board Member~~

~~An Elected Board Member must be a minimum of 18 years of age, be a Member of WBA and may have specific skills in commerce, finance, marketing, law or business generally or such other skills which would further the Objects of WBA.~~

- a) A Nominations Committee shall be formed, the role of which includes:
- i. identifying candidates to potentially fill Board Member vacancies (including casual vacancies); and
 - ii. assessing nominees for eligibility to put forward to the Board and CEO to potentially fill Board Member vacancies;
 - iii. narrowing down the list of eligible nominees, to a reasonable amount for inclusion on a ballot paper, to put forward to the Board and CEO to potentially fill Board Member vacancies.
- b) The Nominations Committee can recommend that a nominee will not receive further consideration by WBA, the Board Members or CEO (as applicable) but only if this decision is unanimous. Reasons behind a recommendation made by the Nominations Committee will only be available to the Board and CEO.
- c) The Nominations Committee shall comprise three persons, all appointed by the Board including an independent chair, a WBA Member representative, and a Board Member or Board Member representative. The complete and specific duties, functions and rules of the Nominations Committee are defined in the Nominations Committee Charter.

- d) (c) The Nominations Committee must utilise the skills matrix provided by the Board as part

21.4 Election of Board Members

Amendment

- a) If the number of eligible nominees for the position of Board member is not greater than the number to be elected, the Chair of the meeting –
- i. must declare each of these ~~members~~ eligible nominees to be elected to the position; and
 - ii. will declare that any vacant position will be considered a casual vacancy under Rule 23.3, and will be considered by the Board at its next Board Meeting.
- b) If the number of ~~members nominating~~ eligible nominees for the position of Board member is greater than the number to be elected, the Members at the meeting must vote in accordance with the procedures that have been determined by the Board to decide the ~~members~~ eligible nominees

23.1 Grounds for Termination of Board Member

Amendment

In addition to the circumstances (if any) in which the office of a Board Member becomes vacant by virtue of the Act, the office of a Board Member becomes vacant if the Board Member:

- e) is absent at three consecutive Board meetings without leave of absence from the Board Members; ~~is absent without the consent of the Board from three consecutive meetings of the Board~~

24.1 Board to Meet

Addition

The Board shall meet as often as is deemed necessary in each calendar year for the dispatch of business and will meet on at least 6 occasions per year or at least as often as is required under the Act, (whichever is the greater), and subject to these Rules may adjourn and otherwise regulate their meetings as they think fit. The CEO shall, upon the request of three (3) Board Members, convene a meeting of the Board within 21 days. Board Members shall attend meetings of the Board in person

where possible. If unable to do so, use of approved technology to attend the meeting, subject to remaining Board Members' consent, can be used.

24.4 Written Resolution

Amendment

~~The Board may pass a resolution without a Board meeting being held if a majority of the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate documents may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. The resolution is passed when a majority of the Board Members in favour of the resolution sign the document and return their respective signed copies to the CEO.~~ Replaced with:

- a) The Board Members may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Board Members and a majority of the Board Members entitled to vote on the resolution (being not less than the number required for a quorum at a meeting of the Board) sign a document containing a statement that they are in favour of the resolution set out in the above mentioned notice.
- b) Separate signing documents may be used by each Board Member. An email or document produced by electronic means under the name of a Board Member with the Board Member's authority is taken to be a document signed by the Board Member for the purposes of clause 24.4a) and is taken to be signed when received by WBA in legible form.
- c) The resolution is passed when the last Board Member making up the majority returns their signed document to the CEO.

25.1 Board Members' Interests

Amendment

A Board Member is disqualified from:

- b) ~~discussing and voting in relation to~~ any contract or arrangement ~~potentially~~ entered into by, or on behalf of, WBA in which any Board Member ~~is in any way~~ has an interest ~~will be voided for such reason.~~

