

Special Resolution 1

Werribee Basketball Association Inc.

ABN 13 743 366 751

AIN A0003434N

Date: 8 December 2019

Background:

The WBA has conducted a periodic review of the WBA Constitution to ensure it remains current and relevant with regards to incorporated association guidelines, as well as reflecting the structure and activities of the association.

The majority of changes were initially proposed to the WBA members at the 2018 AGM, where the WBA members requested that further time be allowed for members to consider and discuss the changes. The WBA Executive took this feedback on board and completed the following activities:

- In February 2019, asked all domestic clubs to nominate a volunteer to be part of a constitution working group. The following people generously volunteered their services to the working group:
 - Jackie Ross – Heathdale Hornets Basketball Club President
 - Mario Costa – Hoppers Crossing Basketball Club President & WBA Executive VP
 - Leigh Rowbottom – Corpus Christi Basketball Club President
 - Grant Wardrop – Western Wildcats Basketball Club President
 - Paul Bertino – WBA Executive Domestic Chairperson & WBA Life Member
 - Kirsty Dolny – WBA Executive Treasurer
- Meetings were conducted in late February and late March 2019 to debate and refine the changes to the constitution.
- At the final meeting, all working group members were comfortable with the proposed changes and recommended that they be tabled to the WBA Executive.
- The WBA Executive reviewed the proposed changes and agreed to conduct a special resolution at the next AGM for members to vote on the proposed changes.

The WBA wishes to thank the working group members for their efforts in carefully considering and respectfully debating the proposed constitution changes.

Summary of Key Proposed Changes to the WBA Constitution:

- **“4.41.3 Only Affiliated Member Associations may vote at the AGM. Probationary Member Clubs are not eligible to vote.”**
 - Clarify voting eligibility for Probationary Member Clubs. They are ineligible to vote until they reach the minimum number of teams and the required governance is in place.
- **“5.4. Office Bearers of the WBA shall by default become Directors in Wyndham Basketball Limited, the proprietary limited company responsible for the management and finances of the domestic competitions, subject to passing reference and background checks.”**
 - Designed to bring WBA Constitution and WBL Constitution in line.
 - Ensure there is joint leadership of WBA and WBL at all times. Prevent potential separation of the 2 entities
- **“6.10 Minutes of meetings of the Executive Committee and Championship Committee may contain confidential and sensitive information, and are therefore not shared with members, other than current committee members of the respective committee.”**
 - This is clarification of the existing practice. This is required to protect the privacy of individuals who may be named in those minutes.
- **“7.1.2. Nominations for Office Bearers, Executive Committee and Championship Committee members must agree to the committee member declaration, which includes holding a current Working with Children Check card at all times.”**
 - Applies to Executive, Championship and TOC Committees. Already rolled out to Domestic Clubs
 - Designed to make expectations of committee members clear at time of nomination/appointment
 - Declaration is centered around compliance with Code of Conduct and Social Media Policy
- **“7.1.4. Employees or persons on an Individual Agreement may not nominate for or hold a position on any WBA Committee, for the period of their agreement.”**
 - Designed to prevent conflict of interest, and accidental sharing of confidential information
 - Applies to Committees under the WBA Scope – Executive, Championship and TOC

- Already defined in employment contracts for WBL Staff, and in RTLs & Doorkeeper agreement
- **“7.1.5. Employees or persons on an Individual Agreement may not nominate for or hold a position on any WBA Committee, for a minimum period of three (3) years after the end date of their agreement. Exemptions may be granted by the Executive Committee, based on past performance.”**
 - Designed to prevent accidental sharing of confidential information, and prevent ex-employees from moving into positions of influence over remaining staff.
 - In 2018 this was proposed as 5 years, however has now been revised to 3 years timeframe as per standard industry practice. This represents one full cycle of the Executive Committee plus 1 additional year.
 - Exemptions may apply – Centered around whether individual has best interests of the WBA at heart
 - Applies to WBL Staff only; Not RTLs & Doorkeepers
- **“8.2.3. Voting by clubs and teams at the Annual General Meeting and Special Meetings of the WBA shall be in accordance with the following weighted voting system:”**
 - Adapted to accommodate the increasing size of our domestic clubs, and to provide more equitable number of votes based on number of teams.

1 Vote	2 Votes	3 Votes	4 Votes	5 Votes	6 Votes	7 Votes	8 Votes	9 Votes	10 Votes
	Junior Domestic Clubs 4-10 teams	Junior Domestic Clubs 11-20 teams	Junior Domestic Clubs 21-30 teams	Junior Domestic Clubs 31-40 teams	Junior Domestic Clubs 41-50 teams	Junior Domestic Clubs 51-60 teams	Junior Domestic Clubs 61-70 teams	Junior Domestic Clubs 71-80 teams	Junior Domestic Clubs 81-90 teams ...and so on

- **“8.2.5.5 Championship Committee voting rights are provided to current committee members, however may be delegated to a nominated member from the VJBL or Big V program. 8.2.5.6 TOC-WB voting rights are provided to current committee members, however may be delegated to a nominated member from the TOC”**
 - To give the same delegations to Championship Committee and TOC as is given to domestic clubs and senior domestic teams.
- **“8.3. Elections of Executive / Championship Committee / Domestic Chair / TOC-WB Chair. All elections shall be carried out by ballot in the following order; “**

Championship Chairperson	Odd-year	2 years
Championship Vice Chairperson	Even-year	2 years
Championship Secretary	Even-year	2 years
Championship Treasurer	Odd-year	2 years

- Championship Committee roles no longer required as now completed by Executive and/or WBL Staff
- Enables Championship Committee to focus primarily on critical items being fundraising and events
- **“14.1. No written references will be provided by the WBA or WBL, however a written Statement of Employment will be provided on request.”**
 - Standard practice to ensure Committee Members do not provide character references on behalf of the organisation.
 - Applies to employment references, as well as character references at tribunal.
- **“15.3 If the special resolution is passed, then the new Constitution becomes effective immediately once the meeting is adjourned”.**
 - Clarification, in case constitution changes have the potential to impact the activities of the AGM, the constitution becomes effective immediately after the AGM.
- **“19.2. If authority is delegated, then this must be agreed by the Executive Committee and documented in writing, and in such cases the Office Bearers remain accountable overall.”**
 - Clarification around contract signing responsibilities, primarily for WBA General Manager

It is the recommendation of the Werribee Basketball Association Executive Team to adopt these constitution changes in order to better reflect our current structure and activities.