

**North East Regional Netball Association**

**Constitution**

**Regional Management Board**

**Revised 2020**



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## CONSTITUTION

### **1. TITLE**

*The Association shall be called the North East Region Netball Association (hereinafter called 'Netball North East')*

#### VISION

*Your game, your way – England Netball.*

#### MISSION STATEMENT

***Netball North East** aims to contribute towards England Netball's strategic vision to deliver netball throughout England.*

*At a local level, **Netball North East** will promote safe, equal and inclusive opportunities for people to take part in netball at a level appropriate to their needs and aspirations.*

***Netball North East** aims to achieve this by taking positive action to develop netball as a sport, by promoting and developing productive partnerships with appropriate sporting and outside agencies and by seeking to ensure that the distribution of all financial aid and is subject to the principle of sports equity.*

### **2. OBJECTIVES**

Within the geographical location of the region, the objectives of **Netball North East** are to:

- 2.1 Promote the game of netball, encourage and enable the development and growth of the game, acting as an advocate for the sport and the National Governing Body.
- 2.2 To adopt all regulations, policies and procedures formulated by England Netball as applicable to members of England Netball.
- 2.3 To organise and deliver regional programmes of competitions and events, arrange technical courses and assessments and to generally promote the delivery of netball within the region in a safe, equitable and inclusive manner.
- 2.4 Ensure robust governance procedures and high operational standards are in place to position the Regional Management Board as "fit for purpose" in meeting the needs of its membership.
- 2.5 Manage regional resources effectively and efficiently ensuring targeted investment and the sourcing of partnership funding, new income streams as appropriate and if necessary.
- 2.6 Provide leadership, support and guidance to constituent County Netball Associations and members of **Netball North East**.
- 2.7 To promote and uphold the game's core values of teamwork, respect, enjoyment, achievement and fun.

### **3. JURISDICTION and MEMBERSHIP**

- 3.1 **Netball North East** shall comprise of the geographic area of Northumberland -, Tyne and Wear -, North Durham and South Durham & Cleveland County Netball Associations (hereinafter called the "Regional/ County Boundaries".)
- 3.2 Upon payment of the appropriate annual Regional and/or England Netball membership fee, the membership shall consist of:
  - 3.2.1 Voting members:**
    - a) Each County Netball Association situated within the Regional Boundaries;
    - b) All clubs whose **primary** membership is to a member County Netball Association and the Regional Association.

### 3.2.2 Non-voting members:

- a) All schools within the regional boundaries,
  - b) All individuals with a primary membership to the regional association.
  - c) Honorary Life Members of the Region;
  - d) Universities situated within the regional boundaries;
  - e) Colleges situated within the regional boundaries;
- 3.3 All members shall be bound by this constitution and any other rulings made by the Regional Management Board, its Technical Support Groups, England Netball and by the current rules of the game.

## 4. GOVERNANCE

- 4.1 **Netball North East** shall be governed by a Regional Management Board (RMB). The role of the Board shall be to further the objectives of **Netball North East** by establishing policies and overseeing implementation and the investment of funds in conjunction with each of the Technical Support Groups as appropriate.
- 4.2 **Netball North East** adopts those rules, regulations, policies, resolutions and rulings of England Netball as applicable to members of England Netball. **Netball North East** will be a member of England Netball, paying membership as and when required.

## 5. REGIONAL MANAGEMENT BOARD (“the RMB”)

### Composition and Structure

- 5.1 The Regional Management Board (RMB) shall have the power to do all other things necessary to achieve the objects and are responsible for the management of the business of the region.
- 5.2 The RMB is a group of individuals who form a group to collectively govern and deliver the objectives on behalf of the membership. The composition of the RMB shall be:-
- a) Chairperson, who shall also chair the Membership Technical Support Group;
  - b) Vice-Chairperson
  - c) Secretary
  - d) Treasurer
  - e) Safeguarding Officer
  - f) Up to 6 Members appointed by the NE RMB to serve as Chairs of the Technical Support Groups
    - 1) Competition
    - 2) Officiating,
    - 3) Coaching,
    - 4) Performance,
    - 5) Communications & Marketing
    - 6) Finance and Business
- 5.3 The Chairperson, Vice-Chairperson and Treasurer, are **elected** into the position by the Voting Members.
- 5.4 All other positions are **appointed** into position by the RMB.
- 5.5 The RMB will consist of a minimum of **five** (5) members of which the Chairperson and the Treasurer are mandatory positions.
- 5.6 No employee of England Netball may hold any position on the RMB (apart from those employed under zero-hour contracts).
- 5.7 All RMB members will read and sign that they understand the England Netball Code of Conduct and will complete a declaration of interest form.

### Term of office

*(Ideally no member will serve no more than a collective total of nine continuous years on the board in one or more positions.)*

- 5.8 The Chairperson, Vice-Chairperson, Treasurer and all other elected members shall serve until the end of the Annual General Meeting immediately following the fourth anniversary of their appointment. At the end of their term of office, any elected member is entitled to stand for re-election to the same position.
- 5.9 All elected persons on the RMB may serve for a term of four years and may offer themselves for re-election at the AGM at the end of that term. Elected persons may serve for a maximum of two (2) consecutive terms of four (4) years.

- 5.10 The appointed members shall be appointed by the RMB for a three (3) year term and may serve for a maximum of three (3) consecutive terms of three (3) years.

### **Appointment of members**

- 5.11 The RMB may fill any vacancy that occur during the year. If this involves filling an elected position, then that person must offer themselves for election at the next Annual General Meeting following their initial appointment.
- 5.12 Any person seeking election to the RMB must confirm in writing their willingness to stand for office. All applications must be received 30 days prior to the date of the Annual General Meeting at which the election is due to take place.
- 5.13 All applicants will hold a current membership to England Netball and a primary membership to **Netball North East** at the time of submitting their application.
- 5.14 Voting Members of the region shall consider and vote on applications received against the published role description and role profile via a fair recruitment procedure open to individuals within the region, for up to the specified number of elected persons on the RMB (see clause 5.3).
- 5.15 All appointed positions will be made based on specialist skill set, attributes and knowledge by majority vote of the RMB.
- 5.16 All vacant positions and those up for re-election will be openly advertised, and details sent directly to member clubs and published on the region's website (where one is in place) at least 30 days before the closing date for nominations and applications.

### **Eligibility**

- 5.17 All RMB members must hold a current membership to England Netball and a primary membership to **Netball North East**.
- 5.18 RMB members can not hold any other position on a member County Netball Association Committee or a Regional Technical Support Group.
- 5.19 A maximum of **two** (2) members from the same club can be represented on the RMB; this includes primary and any other membership.
- 5.20 A maximum of **two** (2) members are related or cohabiting.
- 5.21 A position on the RMB will be vacated if the officeholder:-
- a) gives 28 days notice in writing of their resignation from the post;
  - b) is absent for **two** (2) consecutive meetings without justifiable reason as accepted by the RMB;
  - c) no longer holds a current membership to England Netball or **Netball North East**;
  - d) is requested to resign by a majority vote of the RMB. For the avoidance of doubt, 60% of the RMB Members need to agree to the request of the individuals' resignation;
  - e) discloses an unspent conviction or is found to have a conviction for fraud, dishonesty or theft. The RMB reserve the right to make a decision based on the perceived reputational risk to the region and the game;
  - f) has served on the RMB for a maximum of eight (8) years for elected members or nine (9) years for appointed members, in accordance with clause 5.9 or 5.10 above.

### **Responsibilities**

- 5.22 At RMB meetings, each RMB member present shall have one vote. In the event of a tie of votes, the Chairperson shall cast the decisive vote.
- 5.23 RMB members must act in accordance with the powers set out in this constitution and must exercise independent judgement taking reasonable care, skill and diligence when doing so.
- 5.24 RMB members must
- a) avoid conflicts of interest,
  - b) not accept benefits from third parties
  - c) declare any actual or perceived interests to the other RMB members as soon as they arise.
  - d) RMB members will be required to complete an annual conflict of interest declaration along with a declaration stating they are a "fit and proper" person to serve on the RMB. The RMB will maintain this information on a register.
- 5.25 The minutes of the RMB will be taken by the Regional Coordinator who shall attend in a non-voting capacity and, for the avoidance of doubt, is not a member of the RMB. **No minutes of meetings or copies of correspondence shall be passed to a third party without the prior permission of the Chairperson of the RMB.**

- 5.26 The RMB shall meet not less than three (3) times a year on dates determined by the RMB members.
- 5.27 The quorum of the RMB shall be 60% of voting members.
- 5.28 The Chairperson shall chair all meetings of the RMB. In the absence of the Chairperson, the RMB members present at the meeting will appoint one of their peers to be Chairperson of the meeting and may at any time remove her/him from that role.
- 5.29 The RMB, collectively, may invite other people, including representatives of England Netball, to attend and speak at RMB meetings (or a specific part thereof) from time to time and may also invite observers to such meetings for training purposes. Such attendance shall be in a non-voting capacity.
- 5.30 RMB members must not vote or participate in any discussion on any matter in which they have, or it is possible they may have, a conflict of interest or a conflict of loyalty (either direct or indirect personal interest or any loyalty they owe to another person or another body) which may, or may appear to, influence or affect their decision making.
- 5.31 Any RMB member absenting themselves from any discussion and/or voting in accordance with clause 5.27 above will not be counted as part of the quorum in any decision of the RMB on the matter under consideration.

## **6. ROLE AND POWERS OF THE REGIONAL MANAGEMENT BOARD**

- 6.1 The RMB may establish such Technical Support Groups as it may deem necessary and shall determine their membership and Terms of Reference.
- 6.2 The RMB may co-opt members on to the Technical Support Groups as it deems necessary.
- 6.3 The RMB shall establish Working Groups (WGs) to assist and advise the RMB, on such terms of reference and with such powers as the RMB thinks fit, from time to time. The RMB shall determine their membership and Terms of Reference and designate the Chairperson of the WG.
- 6.4 The RMB has the following authority, powers and principle roles
- a) may, at the request of England Netball, nominate appropriate person(s) to serve on any national standing, working or technical committee established by England Netball as the representative of the region.
  - b) raise funds by a levy on members as it sees fit, but the amount of such levy shall be subject to the agreement of the membership in General Meeting. The levy will be collected either by
  - c) the County Netball Associations on behalf of the region if a club pays its membership fees through that association;
  - d) or by England Netball for those member clubs who pay its membership fees directly through England Netball.
  - e) raise funds from other means including but not exclusively, grants and sponsorship.
  - f) may agree a budget in line with the RMB aims, objectives and Regional Plan and spend funds as detailed in the annual budget.
  - g) establish policy and oversee its implementation in a safe, equitable and inclusive manner;
  - h) be responsible for the management of the affairs and for the success of the region;
  - i) make, vary and revoke regulations, procedures, codes of behaviour, terms of reference, standing orders and bye-laws for the better administration of the region;
  - j) adopt those rules, regulations, policies and resolutions of England Netball as applicable to members of England Netball
  - k) take any decisions or actions to achieve the objects set out in Clause 2, apart from the business that is identified explicitly as transactions reserved for the AGM set out in Clause 7.6 below.

## **7. ANNUAL GENERAL MEETING**

- 7.1 The Annual General Meeting shall be held before the end of November each year.
- 7.2 All Voting Members who are planning to attend the AGM and intend on voting, will need to pre-register in order for their membership to be verified. The RMB reserves the right to remove any voting member's right to vote when considering their eligibility as per the conditions set.
- 7.3 All nominations and proposals must be received by the Board at least 30 days prior to the date of the Annual General Meeting.

- 7.4 Formal Notice of the Annual General Meeting together with a copy of the Agenda, together with all proposals and details of nominations for office, shall be circulated not less than 21 days prior to the date of such a meeting, to each member of the RMB and the RMB's Voting Members.
- 7.5 At all Annual General Meetings, if the Chairperson is not present, then the Chair of the meeting shall be a current RMB member, elected from those present at the meeting.
- 7.6 Business to be transacted at the Annual General Meeting shall be –
- a) To **approve the minutes** of the previous year's AGM,
  - b) To receive **Annual Reports**,
  - c) To adopt an independently reviewed **Statement of Accounts**,
  - d) To appoint an **auditor**,
  - e) To **elect members** of the RMB as appropriate,
  - f) To **consider any proposed resolution** submitted in writing 30 days before the date of the General Meeting, which has been proposed and seconded by two different members of Netball North East entitled to vote at Annual General Meetings,
  - g) To consider any **proposed amendments to this constitution** put forward by the RMB or any Voting Member of the region.
  - h) To **agree on the membership fees** for each membership category.
- 7.7 No representative of a Voting Member attending shall be permitted to more than one vote unless they receive a proxy vote for another member. Only one proxy vote per voting member in attendance allowed.
- 7.8 All members are entitled to attend and speak at the AGM; only Voting Members are entitled to vote on resolutions at the AGM.
- 7.9 Present members of the RMB are entitled to attend and speak, but may not vote unless they are a county, club or school representative as defined in the preceding sentences.
- 7.10 The RMB has the right to invite any individual to attend and speak but not vote at the AGM.
- 7.11 The Chairperson shall convene an Extraordinary General Meeting at any time –
- a) By order of the RMB or
  - b) By written request of any two County Netball Associations as defined in clause 3.2.1 above, stating the purpose for which a meeting is required and set out any resolution which it is desired to propose, and such a meeting shall be convened within 30 days from receiving the request.
  - c) A quorum at the Annual General Meeting shall be five (5) voting members.
- 7.12 At the Annual General Meetings all resolutions shall be passed by simple majority of those present and entitled to vote. In the event of a tie of votes cast, the Chairperson of the meeting shall have a second and/or casting vote in addition to that conferred in Clause 7.7 above.
- 7.13 The minutes of the Annual General Meeting will be taken by the Regional Coordinator. In the absence of the Regional Coordinator the Chairperson will appoint a member of the committee to cover this role.

## **8. NOTICES**

- 8.1 Any notice, document or information to be given, sent supplied or delivered to or by any person or member shall be in writing to that person's/member's last known postal address or electronically by email to that person's/member's last known email address. Unless the contrary is proved, a notice, document or information shall be deemed to be given, sent, supplied or delivered at the expiration of 48 hours after: (i) the envelope containing it was posted by first class mail or (ii) the electronic communication was sent.
- 8.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person/member entitled to receive such notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **9. FINANCIAL MATTERS**

- 9.1 The financial year shall end on 31<sup>st</sup> August.
- 9.2 The accounts will be annually reviewed by an independent, competent person whose report will be made available to the voting members at the AGM.

- 9.3 **Netball North East** is a ‘**not for profit**’ organisation; all funds generated will be paid towards the furtherance of its objectives. All funds or other property of **Netball North East** shall not be paid to or distributed among members of the RMB, with the exception of the dissolution clause below. Payments to individuals, other than petty cash expenses, shall be sanctioned by the RMB and subject to the appropriate employment/contractual legislation.
- 9.4 The accounting records shall be kept at such place as is determined by the RMB and must be retained for a minimum period of six (6) years as required by HMRC.
- 9.5 The RMB shall determine and be responsible for all financial procedures and regulations, including the Expenses Regulations and Reserves Policy.
- 9.6 A minimum of two (2) approvals will be required on all electronic payments associated with the RMB. The Treasurer will create the payment and approval will be done by another RMB member as appointed by RMB.

## **10. INDEMNITY**

- 10.1 Every member of the RMB, TSG’s and WG’s shall be indemnified by the region to the full extent of the region’s resources, and it shall be the duty of the region, wherever funds permit to pay all costs, losses and expenses which any such person may properly incur or for which they may become liable by reason of contract entered into or act or things done by them in good faith in the discharge of their duties.
- 10.2 The indemnity in clause 10.1 above only applies if the person acted honestly and in good faith and in the best interests of the region. Also, in the case of criminal proceedings, the person must have had no reasonable cause to believe that her/his conduct was unlawful.

## **11. DISSOLUTION**

- 11.1 In the event of dissolution, any assets remaining after satisfaction of all debts and liabilities shall be dealt with in a manner to be determined by resolution of a General Meeting so as to promote the objects of the region or of some organisation with kindred aims, which further and develop amateur sport. In the event of there being a deficit, the General Meeting shall decide how this should be met. RMB members must not receive any gain as a result of the dissolution.
- 11.2 In the event of the dissolution where there are not sufficient funds remaining to satisfy all the debts and liabilities, the individual members of the RMB are responsible for absolving those debts and liabilities. These debts and liabilities may be divided equally between the RMB members at the time of dissolution but remain joint and severable.

## **12. DISPUTE RESOLUTIONS**

- 12.1 If a dispute should arise, every attempt should be made to resolve this issue at a local level. When both parties (the RMB & the complainant) are unable to resolve between themselves then the dispute shall be referred to Sports Resolutions (UK) (a trading name of the Sports Dispute Resolution Panel Ltd – Company No. 03351039) for final and binding arbitration in accordance with the Arbitration Act 1996 and Sports Resolutions (UK)’s Arbitration Rules, which Rules are deemed to be incorporated by this clause.

## **13. MISCELLANEOUS**

- 13.1 Complaints will be referred to the most local level. The RMB shall appoint a Disciplinary Secretary who is not a member of the RMB to administer complaints received under England Netball’s Disciplinary Regulations.
- 13.2 All members of the region shall ensure that the region complies with all relevant and applicable laws and regulations in England.

**14. GOVERNING LAW AND JURISDICTION**

14.1 This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.

[Approved at AGM 29 November 2020]