

EAST REGION NETBALL ASSOCIATION

CONSTITUTION

**Reviewed in 2023 and approved at the 2023 AGM.**

## 1 NAME

The Association shall be called East Region Netball Association (hereinafter called “Netball East”), this formal name shall appear on all formal correspondence although the Regional Management Board (RMB) has agreed the use of the `operating` name “Netball East.”

##  VISION AND MISSION STATEMENT

**Vision**

We aspire to *Grow Netball, Grow the East.*

**Mission**

To serve, empower, lead & influence our members creating a sense of aspiration, enjoyment, belonging & pride.

## 3 OBJECTS

3.1 To adopt all regulations, policies and procedures formulated by England Netball (EN) as applicable to members of EN.

3.2 To engage with, retain & grow membership within the region through listening, empowering, influencing & championing netball, its people, organisations & plans.

3.3 To promote and celebrate difference, embracing the opportunity to make our sport a possibility within everyone’s reach, ensuring netball is open to new audiences, beyond our current following, to discover the joy of belonging in netball.

3.4 To organise and deliver regional programmes of activities within the region that exceed member expectations, delivering exceptional netball experiences in a safe, equitable and inclusive manner.

3.5 To ensure robust governance procedures and high operational standards are in place at regional level in line with Tier 1 of the Sports Governance Code to ensure regional resources are effectively and appropriately managed.

3.6 To raise funds, charge such fees and offer such rights and privileges as may be determined from time to time by the Regional Management Board.

3.7 To strategically lead positive change within the region through coherent & cohesive strategic & operational planning, aligned to the Adventure strategy, & the provision of support and guidance to constituent County Netball Associations and members of the Region.

3.8 To inspire, empower, spotlight, recognise & celebrate through great story telling.

3.9 To do all such other lawful things as are considered by the Regional Management Board (RMB) to further the interests of the Region or to be incidental or conducive to the attainment of the above objects or any of them.

## 4 JURISDICTION AND MEMBERSHIP

 4.1 The Region shall comprise the geographical area of the Netball Counties of Norfolk, Suffolk, Hertfordshire, Essex Thurrock, East Essex, Cambridgeshire, and Bedfordshire

 (hereinafter called the Region).

4.2 Upon payment of the annual Regional Membership Fee, the members of the Region shall be:

 4.2.1 Voting Members:

1. Each County Netball Association situated within the Regional

 Boundaries.

1. All member clubs whose nominated primary county is located within the regional boundary*.*
2. Member schools who are paying membership fees to EN.

4.2.2 Non-voting members

(i) All EN personal members and EN HLM’s who are a member of the Region.

(ii) Member Schools situated within the Regional Boundaries not paying

 membership fees to EN.

1. East Honorary Life Members.
2. RMB members.
3. Netball East President.

 Membership is not transferable.

4.3 The RMB may confer Netball East Honorary Life Membership on any person who has

 given special or outstanding service to the Region.

4.4 The President may be appointed by the RMB from time to time.

 4.4.1 The President will be a voluntary position.

 4.4.2 Throughout their term, the President must be a Personal Member of EN or an EN Honorary Life Member.

4.4.3 The President cannot be a member of the RMB, although he/she may attend certain meetings.

4.4.4 The President shall be entitled to any such terms as agreed by the RMB and recorded in the minutes. Entry into the minutes shall be conclusive evidence of such a resolution.

4.5 This Constitution is the governing document of Netball East and applies to all members of Netball East and provides the legal framework for the RMB, its Technical Support Groups, Working Groups, and the Members of Netball East.

## 5 REGIONAL MANAGEMENT BOARD

5.1 The 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 Netball East.

5.2 The composition of the Regional Management Board shall be:

1. Chair
2. Treasurer
3. 5 Elected Members
4. 4 Appointed Members
5. The RMB, may from time to time co-opt members with relevant knowledge and experience for a specific timebound project/purpose; the co-opted members shall have no voting rights.

5.3 Throughout their term on the RMB all elected and appointed members of the East board must be Personal Members of EN or an EN Honorary Life Member.

5.4 All elected persons on the RMB may serve for a term of three years and may offer themselves for re-election at the AGM at the end that term. Elected persons may serve for a maximum of three consecutive terms of three years.All Board members are able to remain on the Board for a period of nine years (three terms of three years) unless the Board, at its discretion, considers it more beneficial to Netball in the East to extend the period of office by a further term of up to three years.

5.5 Appointed persons shall be appointed by the RMB for a two-year term and may serve for a maximum of four consecutive terms of two years.

5.6 For the purposes of clauses 5.4 and 5.5 above, consecutive means continuous or uninterrupted succession. A person will be deemed to have served consecutively unless there is a break in continuity of at least two years.

5.7 Voting members of the Region shall consider and vote on nominations 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.

5.8 Any member of the Region (as defined in 4.2 above) may nominate person(s) to be an elected person of the RMB. Completed nominations must be signed by the nominee indicating consent to their nomination. A member of the Region may nominate only one candidate for each vacant post. The RMB may also request that all nominations should be accompanied by a curriculum vitae highlighting appropriate experience. Recruitment to the board through either election or appointment will be made against the skills required to deliver the vision, mission and objects and identified in the Board skills audit.

5.9 Nomination forms will be published on the Netball East website and circulated to voting members and Netball East Honorary Life members of the Region by the Regional

Officer at least 60 days before the date of the AGM. Completed nomination forms must be returned at least 21 days before the date of the AGM of the Region. Contested Elections will be decided by electronic voting and results of the vote will be announced at the AGM. Elections will be by a simple majority vote.

 5.10 . The RMB may fill any vacancies that occur during the year.

 5.11.1 If this involves filling an elected position then it will be on an interim basis and that person must offer themselves for re-election at the next Annual General Meeting following their appointment.

5.11 A person will no longer be a member of the RMB, and the position shall be vacated if she/he:

 5.12.1 resigns the post by giving notice to the RMB; or

 5.12.2 is absent for more than two consecutive RMB meetings, without a justifiable

 reason being accepted by the other members of the RMB and the RMB resolve

 that her/his position be vacated; or

 5.12.3 is required to resign by a majority vote of all other persons on the RMB; or

 5.12.4 becomes incapable, by reason of mental disorder, illness or injury, of managing

 her/his own affairs; or

5.12.5 has served on the RMB for a maximum of 9 years (elected members) or 8 years (appointed members), in accordance with clause 5.4 or 5.5 above; or

5.12.6 becomes bankrupt or is subject to bankruptcy proceedings or makes arrangement or composition with her/his creditors generally (including

 entering into an individual voluntary arrangement); or

5.12.7 discloses an unspent conviction or is found to have a conviction for fraud, dishonesty, or theft. The RMB reserve the right to decide based on the perceived reputational risk to the region and the game.

5.12 The RMB shall meet not less than three times a year on dates determined by the RMB members. A quorum shall be a simple majority of voting members of the RMB. The dates, venue and start times of meetings shall be determined by the RMB collectively.

5.13 The Chair is responsible for ensuring RMB members receive accurate, timely and clear information.

5.14 The Chair shall chair all meetings of the RMB. In the absence of the Chair, the RMB members present at the meeting will appoint one of their number to be chair of the meeting and may at any time remove her/him from that role.

5.15 The RMB, collectively, may invite other people, including representatives of EN, 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.

5.16 Subject to the over-riding principle of one person one vote, each voting member present at a meeting of the RMB shall have one vote. A matter will be carried if supported by a simple majority of the RMB voting members present. In the event of equal votes, the Chairperson shall have a (further) casting vote.

5.17 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.

5.18 Any RMB member absenting themselves from any discussion and/or voting in accordance with clause 5.17 above will be recorded in the minutes of the meeting and will not be counted as part of the quorum in any decision of the RMB on the matter under consideration.

5.19 The minutes of meetings of the RMB will be taken by the EN Regional **Officer** who shall attend in a non-voting capacity and, for the avoidance of doubt, is not a member of the Board**.**

 5.20.1 No minutes of meetings or copies of correspondence shall be passed to a third party without the prior written permission of the Chair of the RMB.

5.20 The RMB **may** establish Technical Support Groups (TSG) and Working Groups (WG) to assist and advise the RMB, on such terms of reference and with such powers as the RMB thinks fit. The RMB shall determine their membership and Terms of Reference and, annually, designate the chairperson of each TSG/WG.

5.21 The RMB may set up such other ad-hoc advisory or task and finish groups as may be deemed necessary and shall determine their membership and terms of reference.

5.22 The RMB may from time to time delegate certain areas of responsibility to a person who may or may not be a member of the RMB and/or to a TSG/WG. The RMB may also appoint authorised intermediaries for the purposes of assisting with bookkeeping and other forms of administration, on such conditions as the RMB may determine, and may at any time remove such appointment.

5.23 Members of the RMB/TSG’s/WG’s shall act in an honest and ethical manner and shall discharge their duties:

* + 1. in good faith
		2. with the care an ordinary prudent person in a like position would exercise under similar circumstances; and
		3. in a manner that they reasonably believe to be in the best interests of the Region in keeping with the values of the sport mentioned above.

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## 6 ROLE AND POWERS OF THE REGIONAL MANAGEMENT BOARD

 6.1 The RMB has the following authority, powers, and principle roles:

6.1.1 make key decisions relating to strategy, policy, finance, and business management so that the objects set out in clause 3 above can be achieved.

6.1.2 propose a levy on the annual Regional membership fee for consideration by the members at the AGM.

6.1.3 create an environment conducive to high achievements.

6.1.4 set the Region’s values and standards, protecting the future of the Region and ensuring it operates in a compliant and ethical way.

6.1.5 establish policy and oversee its implementation in a safe, equitable and inclusive manner.

6.1.6 be responsible for the management of the affairs and for the success of the Region.

6.1.7 implement an organised approach to succession planning for the RMB and each TSG/WG so as to ensure an appropriate level of stability and continuity of the Region.

6.1.8 make, vary and revoke regulations, procedures, codes of behaviour, terms of reference, standing orders and byelaws for the better administration of the Region.

6.1.9 adopt all regulations, policies and procedures formulated by EN as applicable to members of EN including Codes of Conduct, Disciplinary Regulations and procedures and Safeguarding Regulations and procedures. To appoint lead volunteers for the Disciplinary process (Resolutions lead) and Safeguarding lead (as appropriate).

* + 1. ensure that the Region complies with the terms of any contract with a third party; and

6.2 The Region will provide direction, support and guidance to its constituent County Netball Associations and recognised and approved regional and sub-regional sporting partnerships, to ensure that the overall policies and strategies for the development of the game are communicated consistently and effectively to regional partners and that any additional funding opportunities within the region are identified, secured, and used in line with regional priorities.

6.3 The RMB has the power to make, amend or revoke Bye-Laws and Regulations of the Region and such Bye-Laws and Regulations, and all changes thereto, shall not be effective until the earlier of:

1. the date of approval at a General Meeting of the Region; or
2. one month after the passing of an appropriate resolution by the RMB.

6.4 Any action that may be taken by the RMB at a meeting may also be taken by a resolution consented to in writing or email by a simple majority of the RMB members provided that a copy of the resolution is sent to all voting members of the RMB.

6.5 Where a resolution has been circulated to an RMB member pursuant to clause 6.4 above and has not been received back by the Regional **Office**r within 10 days of being sent out, that RMB member will be deemed to have approved the resolution.

6.6 Members of the RMB must act in accordance with the powers set out in this constitution and must exercise independent judgement taking reasonable care, skill, and diligence, whilst avoiding conflicts of interest and conflicts of loyalty.

## 7 GENERAL MEETINGS OF THE REGION

7.1 The Annual General Meeting (AGM) shall be held before 31st July each year, the format may be either physical or virtual. The RMB shall determine the date of the Annual General Meeting and formal notification will be posted on the Netball East Web site at least 60 days in advance of the date of such meeting which will be deemed notice to all members. In addition, at least 60 days in advance of the set date the RMB will advise all members listed in clause 4.2.1 above and Netball East Honorary Life Members. Attendees at a virtual AGM must register their attendance at least 120 minutes before the advertised start of the General Meeting to enable more effective and time efficient management of the registration and voting process. Late registrations at the discretion of the Chair.

7.2 All nominations and proposals must be received by the Board at least 21 days prior to the date of the AGM.

7.3 Notice of the AGM together with a copy of the agenda, all proposals and details of nominations for office, shall be circulated in writing not less than 21 days prior to the date of such a meeting, to each member of the RMB, all members listed in clause 4.2.1 above and Netball East Honorary Life Members.

7.4 EN personal members of an East region club, representatives ofnon-fee paying schools, East Honorary Life Members and RMB members are entitled to attend General meetings and may speak but may not vote.

 A voting member is entitled to vote if they are:

1. the accredited representative of a CountyNetball Association situated within the Regional Boundaries: or
2. the accredited representative of a club whose nominated primary county is within the regional boundary; or
3. the accredited representative of a member school paying membership fees to EN, provided the representative is currently employed at that school.

7.5 Non-voting members (as defined in 4.2.2) are entitled to attend and speak but may not vote.

7.6 At all General Meetings, if the Chair is not present then the Chair of the meeting shall be a current RMB member elected from those present at the meeting.

7.7 Business to be transacted at the Annual General Meeting shall be;

i. Approve the minutes of the previous year`s AGM

ii. To receive the annual report

 iii. To adopt an independently reviewed Statement of Accounts

iv. To ratify Members of the Board as appropriate

1. To appoint an Auditor
2. To consider any proposed resolution submitted in writing at least 21 days before the date of the General Meeting, which has been proposed and seconded by two members of Netball East entitled to vote at General Meetings
3. To agree the Membership Fees for each membership category as defined in Clause 6.1.2
4. Consider any proposed amendments to this Constitution put forward by the RMB or any voting member of the Region (as defined in 4.2.1 above.)

7.8 No person attending shall be permitted to more than one individual vote but may cast up to an additional 2 accredited representative votes.

 7.9 A Special General Meeting may be requested at any time:

1. Upon the written request from four County Associations, stating the purpose for which the meeting is required and setting out in sufficient detail to be able to understand what each resolution is about or;
2. By order of the RMB;

Such a meeting shall be called by the Regional **Officer** within 30 days from the order or request being received.

* 1. A quorum of a General Meeting shall be seven voting members.

7.11 At 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 Chair of the Meeting shall have a second and / or casting vote.

7.12 The minutes of all general meetings will be taken by the EN Regional **Officer.** In the absence of the Regional **Officer** the Chair will appoint a member of the board to cover this role.

7.13 Amendments to the constitution approved by the members at the AGM are effective from the date of that AGM.

## 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 ACCOUNTING RECORDS AND RMB RESPONSIBILITIES

9.1 The RMB shall cause accurate accounting records for Netball East to be kept that are sufficient to show and explain the Association’s transactions and disclose with reasonable accuracy, at any time, the financial position of the Association. The financial year ends on 31st August.

9.2 The RMB are responsible for the preparation of the annual accounts and must not approve them unless they are satisfied, they give a true and fair view of the state of affairs of Netball East and of the surplus or deficit of the Association for that period.

 9.3 In preparing the annual accounts, the RMB are required to:

i. select suitable accounting policies and apply them consistently;

1. make judgments and accounting estimates that are reasonable and prudent; and
2. prepare the accounts on the going concern basis unless it is inappropriate to presume that the Association will continue in business.

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 years.

9.5 The annual accounts shall be scrutinised by an Independent Examiner, appointed by the RMB, who has the requisite ability and experience to carry out a competent financial examination.

* 1. The RMB shall determine and be responsible for all financial procedures and regulations, including the Expenses Regulations.
	2. The RMB are also responsible for safeguarding the assets of the Association and hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.
	3. Netball East is a ‘not for profit’ organisation, all funds generated will be paid towards the furtherance of its objects. All funds or other property of Netball 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.

9.9 The Region may purchase or by any other means acquire and take options, and any rights or privileges of any kind over or in respect of any property and other assets, and if it does so:

1. Any property of the Region, other than cash at the bank, must be vested in not more than 3 members of the Regional Management Board. These members of the Regional Management Board must deal with the property/asset as directed by resolution of the Regional Management Board and entry in the minutes shall be conclusive evidence of such a resolution.
2. The property/asset will remain vested in 3 or less members of the Regional Management Board until the individuals are no longer members of the Regional Management Board, at which point the transfer will be endorsed by resolution of the Regional Management Board and the individual will be responsible for transferring title.

## 10 INDEMNITY

10.1 Members of the RMB, its TSG’s/WGs and any person duly appointed by the RMB to act with its authority shall be reimbursed by the Region, in accordance with rates set out in the Region’s Expenses Regulations, for reasonable travel, accommodation and other expenses properly incurred by them in carrying out their duties or in attending meetings, events or otherwise in connection with the discharge of their duties as directed by the RMB.

10.2 Indemnify any member of the RMB who enters into a contract under 6.1 in respect of any reasonable expenses and reasonable costs, losses or liabilities, judgments, fines, and amounts paid in settlement, which she/he may reasonably incur or sustain because of entering into such contract.

10.3 The indemnity in clause 10.1 and 10.2 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 DISPUTE RESOLUTIONS

11.1 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 Panel Ltd – Company No. 3351039) 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.

## 12 DISSOLUTION.

12.1 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.

12.2 In the event of dissolution where there are funds remaining after satisfying all the debts and liabilities, the RMB can nominate to distribute the funds to:

1. Any organisation within the Region with similar objects to those of the RMB
2. EN for the benefit of the Region in line with the objects detailed in the Regional Constitution.
3. Members (for the avoidance of doubt this could either mean all members or a sub-category of membership e.g., clubs.)

RMB members must not receive any gain from the dissolution.

**In the event of a dissolution where there are not sufficient funds remaining to satisfy all the debts and the liabilities, the individual members of the RMB are responsible for absolving those debts and liabilities. These debts and liabilities may be divided equally between RMB members at the time of dissolution but remain joint and several.**

 **13 GOVERNING LAW AND JURISDICTION**

13.1 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.