

NORTH WEST REGION NETBALL ASSOCIATION

CONSTITUTION

1. NAME

The Association shall be called North West Netball (hereinafter called the Region) and shall operate under the name North West Regional Management Board.

2. VISION AND MISSION STATEMENT

Vision

Your game, your way – England Netball.

Mission

To be an inclusive, high performing region that invests in and develops its volunteers, athletes and members to further the positive reach of netball – NW Netball.

3. OBJECTS

- 3.1 To adopt all regulations, policies and procedures formulated by England Netball as applicable to members of England Netball.
- 3.2 To co-ordinate, within the national strategic framework, the implementation and monitoring of the Regional Plan and the associated and aligned constituent Counties Plans.
- 3.3 To promote the game of netball and encourage and enable the growth and development of the game within the Region, acting as an advocate for the sport.
- 3.4 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.
- 3.5 To elect/nominate/appoint representatives from the Region to serve on national committees and advisory groups.
- 3.6 To ensure robust governance procedures and high operational standards are in place at regional level to enable the needs of our members to be met.
- 3.7 To raise funds, charge such subscriptions and offer such rights and privileges as may be determined from time to time by the Regional Management Board.
- 3.8 To operate bank account(s)/investments in the name of the Region; manage regional resources in an effective and efficient manner whilst overseeing the achievement of targeted annual objectives.
- 3.9 To provide leadership, support and guidance to constituent County Associations and members of the Region.
- 3.10 To promote and uphold the game's core values of teamwork, respect, enjoyment, achievement and fun.
- 3.11 To do all such other lawful things as are considered by the Regional Management Board 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 Cumbria, Merseyside, Lancashire, Greater Manchester and Cheshire.

- 4.2 Upon payment of the appropriate annual Regional and/or England Netball membership fee, and registration on ENgage, the members of the Region shall be:
- 4.2.1. Voting Members:
- (i) Each County Netball Association situated within the Regional boundaries.
 - (ii) Clubs whose Primary County is situated within the Regional boundaries; and
 - (iii) Secondary/Middle Schools situated within the Regional boundaries.
- 4.2.2. Non-Voting Members:
- (i) Any person who plays, coaches, umpires, officiates or organises Netball or is in any way connected with the game of Netball within the Regional boundaries.
 - (ii) Honorary Life Members of the Region.
 - (iii) Universities situated within the Regional boundaries.
 - (iv) Colleges situated within the Regional boundaries; and
 - (v) Primary Schools situated within the Regional boundaries.
- 4.3. The RMB may confer Regional Honorary Life Membership on any person who has given special or outstanding service to the Region.
- 4.4. This Constitution is the governing document of the Region and applies to all members of the Region and provides the legal framework for the RMB, its Technical Support Groups, Working Groups and the Members of the Region.

5. REGIONAL MANAGEMENT BOARD

- 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 shall comprise of up to the following voting members:
- (i) Chair
 - (ii) Vice Chair
 - (iii) Treasurer
 - (iv) 5 Elected Members
 - (v) 3 Appointed Members
- 5.3. Based on the required knowledge and skills, the RMB shall decide which RMB member from the Elected and Appointed Members will be designated the Chair and which RMB member will be designated the Treasurer.
- 5.4. All elected members of the RMB must be Individual Members or registered participants of England Netball, an EN Honorary Life Member or a Regional Honorary Life Member throughout their term on the RMB.
- 5.5. The aim is for elected persons not to serve on the RMB after their ninth consecutive anniversary of their original election into role. This is in effect from 2022. Appointed person should not serve on the RMB after their eighth consecutive anniversary of their appointment. This is on balance with successors being in place, as without, unnecessary risk is introduced to the running of the board.
- 5.6. 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.
- 5.7. Elected persons should not serve on the RMB after their ninth consecutive anniversary of their original election. This is in effect from 2022. Appointed persons should not serve on the RMB after the eighth consecutive anniversary of their appointment.

- 5.8. For the purposes of clauses 5.5, 5.6 and 5.7 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, which includes a change in role.
- 5.9. 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 (see clause 5.2).
- 5.10. Any member of the Region (as defined in clause 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 RMB through either election or appointment will be made against the skills required to deliver the vision, mission and objects of the Region and identified in the RMB skills audit.
- 5.11. Nomination forms will be circulated to members of the Region by the Regional Co-ordinator and completed forms must be returned no later than twenty-one days before the date of the AGM of the Region. Elections will be by a simple majority vote at the AGM.
- 5.12. The RMB may fill any vacancies that occur during the year.
 - 5.12.1. 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 AGM following their appointment.
- 5.13. A person will no longer be a member of the RMB and the position shall be vacated if she/he:
 - 5.13.1. resigns the post by giving notice to the RMB; or
 - 5.13.2. is absent for more than two consecutive RMB meetings, without justifiable reason being accepted by the other members of the RMB and the RMB resolve that her/his position be vacated; or
 - 5.13.3. is required to resign by a majority vote of all other persons on the RMB; or
 - 5.13.4. a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - 5.13.5. has served on the RMB for a maximum of 9 years (elected members) or 8 years (appointed members), in accordance with clause 5.5 or 5.6 above; or
 - 5.13.6. 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
 - 5.13.7. 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.
- 5.14. The RMB shall meet not less than three times a year on dates determined by the RMB members. A quorum shall be 4 voting members of the RMB. The dates, venue and start times of meetings shall be determined by the RMB collectively.
- 5.15. The Chair is responsible for ensuring RMB members receive accurate, timely and clear information.

- 5.16. 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.
- 5.17. 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.
- 5.18. 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 Chair shall have a (further) casting vote.
- 5.19. 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.
- 5.20. Any RMB member absenting themselves from any discussion and/or voting in accordance with clause 5.19 above will not be counted as part of the quorum in any decision of the RMB on the matter under consideration.
- 5.21. The minutes of meetings of the RMB will be taken by the England Netball Regional Co-ordinator who shall attend in a non-voting capacity and, for the avoidance of doubt, is not a member of the RMB.
 - 5.21.1. No minutes of meetings or copies of correspondence shall be passed to a third party without the prior permission of the Chair of the RMB.
- 5.22. The RMB shall establish Technical Support Groups (TSGs) and 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, annually, designate the Chair of each TSG/WG.
- 5.23. 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.
- 5.24. 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 TSGs/WGs. 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.
- 5.25. Members of the RMB/TSGs/WGs shall act in an honest and ethical manner and shall discharge their duties:
 - 5.25.1. in good faith;
 - 5.25.2. with the care an ordinary prudent person in a like position would exercise under similar circumstances; and
 - 5.25.3. 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.
- 5.26. Members of the RMB, its TSGs/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.

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; and
 - 6.1.9. adopt those rules, regulations, policies and resolutions of England Netball as applicable to members of England Netball.
- 6.2. The members of the RMB shall, on a joint and several basis:
 - 6.2.1. ensure that the Region complies with the terms of any contract with a third party; and
 - 6.2.2. indemnify any member of the RMB who enters into a contract under clause 6.2.1 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.
- 6.3. 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.
- 6.4. The RMB has the power to make, amend or revoke byelaws and regulations of the Region and such byelaws and regulations, and all changes thereto, shall not be effective until the earlier of:
 - 6.4.1. the date of approval at a General Meeting of the Region; or
 - 6.4.2. one month after the passing of an appropriate resolution by the RMB.
- 6.5. 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.

- 6.6. Where a resolution has been circulated to an RMB member pursuant to clause 6.5 above and has not been received back by the Regional Secretariat within 21 days of being sent out, that RMB member will be deemed to have approved the resolution.
- 6.7. 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 30th September each year. The RMB shall determine the date of the AGM and formal notification will be posted on the Region website 60 days in advance of the date of such meeting which will be deemed notification to all members. In addition, at least 60 days in advance of the set date the RMB will advise all voting members listed in clause 4.2.1 above of the date of the meeting.
- 7.2. All nominations and proposals must be received by the RMB at least 30 days prior to the date of the AGM.
- 7.3. Formal Notice of the AGM shall be circulated in writing not less than 21 days prior to the date of such a meeting, to each member of the RMB and voting members listed in clause 4.2.1 above. The notice shall give details of the time, date and location (which may be virtual) of the meeting and shall contain details of any resolutions to be considered, details of nomination for office and the general nature of the business to be transacted.
- 7.4. Business to be transacted at the AGM shall be:
 - (i) To 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 elect Members of the RMB as appropriate
 - (v) To appoint an Auditor
 - (vi) To consider any proposed resolution submitted in writing 30 days before the date of the AGM, which has been proposed and seconded by two members of the Region entitled to vote at General Meetings
 - (vii) To agree any increases to Membership Fees for each membership category as defined in clause 6.1.2
 - (viii) 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).
- 7.5. Each voting member as defined in clause 4.2.1 shall be entitled to send one authorised representative to attend, speak and vote at General Meetings of the Region.
- 7.6. Each non-voting member as defined in clause 4.2.2 shall be entitled to attend, or send a representative to attend, General Meetings of the Region. They may speak but are not entitled to vote unless they are representing a voting member as defined in clause 7.5.
- 7.7. RMB Members are entitled to attend and speak but may not vote unless they are representing a voting member as defined in clause 7.5.
- 7.8. 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.
- 7.9. No person attending shall be permitted to more than one individual vote but may cast up to an additional 2 representative votes.
- 7.10. A quorum of a General Meeting shall be 7 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. A (Special) General Meeting may be requested at any time:

7.12.1. Upon the written request from any of the 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

7.12.2. By order of the RMB.

Such a meeting shall be called by the Regional Co-ordinator within 30 days from the order or request being received.

7.13. The minutes of all General Meetings will be taken by the England Netball Regional Co-ordinator. In the absence of the Regional Co-ordinator the Chair will appoint a member of the RMB 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. ACCOUNTING RECORDS AND RMB RESPONSIBILITIES

9.1. The RMB shall cause accurate accounting records for the Region 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 the Region and of the surplus or deficit of the Association for that period.

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

9.3.1. select suitable accounting policies and apply them consistently;

9.3.2. make judgments and accounting estimates that are reasonable and prudent; and

9.3.3. 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.

9.6. The RMB shall determine and be responsible for all financial procedures and regulations, including the Expenses Regulations and Reserves Policy.

9.7. 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.

- 9.8. The Region is a 'not for profit' organisation, all funds generated will be paid towards the furtherance of its objects. All funds or other property of the Region 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:
- 9.9.1. Any property of the Region, other than cash at the bank, must be vested in not more than 3 members of the RMB. These members of the RMB must deal with the property/asset as directed by resolution of the RMB and entry in the minutes shall be conclusive evidence of such a resolution.
- 9.9.2. The property/asset will remain vested in 3 or less members of the RMB until the individuals are no longer members of the RMB, at which point the transfer will be endorsed by resolution of the RMB and the individual will be responsible for transferring title.
- 9.10. In day-to-day management of accounts, two signatories are required on the accounts; the Chair and Treasurer. In the absence of the Chair, the Vice Chair should be signatory.

10. INDEMNITY

- 10.1. Members of the RMB, TSG's and WG's shall be indemnified out of the assets of the Region against all reasonable expenses and all reasonable costs, losses or liabilities, judgments, fines and amounts paid in settlement, which they may reasonably incur or sustain in relation to the proper and lawful execution of their duties, or by reason of any task properly performed for and with the authority of the RMB.
- 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. 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 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.

12. DISCIPLINARY POWERS, PROCEDURES AND APPEALS

- 12.1. The Region adopts the England Netball Disciplinary Regulations which shall apply to and bind all members of the Region and all persons and entities participating in any way in activities controlled and/or sanctioned by the Region. The Region shall have the power to discipline such persons and entities who breach those Regulations.
- 12.2. The RMB shall appoint a Disciplinary Secretary who shall:
- 12.2.1. administer the process of any complaints under the terms contained within the England Netball Code of Conduct and Disciplinary Regulations; and
- 12.2.2. report to the RMB as they consider appropriate and under guidance from England Netball.

13. DISSOLUTION

- 13.1. 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.
- 13.2. 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:
 - 13.2.1. Any organisation within the Region with similar objects to those of the RMB; or
 - 13.2.2. England Netball for the benefit of the Region in line with the objects detailed in the Regional Constitution; or
 - 13.2.3. 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.

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.