

YORKSHIRE REGIONAL NETBALL ASSOCIATION CONSTITUTION

Approved at the 2023 AGM Held on the 14th March 2024



1. NAME

The Association shall be called Yorkshire Regional Netball Association (hereinafter called the Region) and shall operate under the name Yorkshire Netball.

2. VISION

The vision of Yorkshire Netball is to create a more connected, inclusive, and competitive region.

3. OBJECTS

The objects for which Yorkshire Netball is established are:

- 3.1 To promote and further the growth and development of netball in Yorkshire.
- 3.2 To be a member of England Netball and to co-operate with them in all matters relating to the growth and development of the game and if appropriate, adopt the regulations, policies, and procedures of England Netball as a member organisation.
- 3.3 To protect and develop the interests of the sport of netball in Yorkshire; pledging to promote and celebrate difference.
- 3.4 To develop and deliver Regional initiatives which align to the Yorkshire Netball vision.
- 3.5 To demonstrate a high level of transparency, diversity and inclusion, accountability and integrity in relation to organisational governance.
- 3.6 To operate bank account(s)/investments in the name of Yorkshire Netball; managing regional resources in an effective and efficient manner whilst being solely applied towards the promotion of Yorkshire Netball objects.
- 3.7 Provide leadership, support and guidance to constituent County Associations and members of Yorkshire Netball.
- 3.8 To do all such other lawful things as are considered by the RMB to further the interests of Yorkshire Netball 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 areas of the Netball Counties of North Yorkshire, South Yorkshire, West Yorkshire and Humberside (herein after called the Region).

4.2. Upon payment of the appropriate annual Yorkshire Netball membership fees, the **members of the Region** shall be considered as being one of two classes of Member:

- 4.2.1 Personal: persons who play, coach, umpire, officiate or organise Netball or are in any way connected with the sport of Netball; and
- 4.2.2 Group; certain organisations specified in the Membership Regulations.

4.3 Personal Members

The sub categories of Personal Member shall be:

- 4.3.1 Individual Member – Any person who plays, coaches, umpires, officiates or organises Netball or is in any way connected with the sport of Netball having paid the full subscriptions eligible in Yorkshire. Individual members may associate themselves with Group Members.

4.3.2 Honorary Life Member – Any person who has been awarded Honorary Life Membership of England Netball as may be conferred by the Directors upon any person who has rendered special service to England Netball at a Regional or National level.

4.4 Group Members

The sub categories of Group Member shall be:

4.4.1 County Netball Association - Any County Netball Association within Yorkshire paying the county association netball fee to England Netball.

4.4.2 Clubs - Any netball club within Yorkshire consisting of Personal Members which are affiliated to England Netball.

4.4.3 Schools – Any school within Yorkshire paying the secondary school group membership fee to England Netball.

4.4.4 Colleges and Universities – Any college or university within Yorkshire paying the college/university group membership fee to England Netball.

4.4.5 Leagues – Any league within Yorkshire paying the league group membership fee to England Netball.

4.5 This constitution applies to and binds all personal and group members of Yorkshire and each person within such group member. Each is deemed to have agreed to be bound and to comply with this constitution, all Yorkshire Netball regulations and procedures and any England Netball policies or rulings chosen to be adopted by Yorkshire Netball.

4.6 For the avoidance of doubt, no one is permitted to represent more than one member unless by way of a designated proxy vote. Membership is not transferable.

5. REGIONAL MANAGEMENT BOARD

5.1 The RMB shall have the power to do all things necessary to achieve the Region's objects (as set out in clause 3 above) and are responsible for the management of the business of Yorkshire Netball. The surpluses and assets of Yorkshire Netball shall be applied solely to furthering the objects of the Region.

5.2 The Regional Management Board (RMB) shall comprise of the following voting members:

- Up to 9 persons elected by the members of the Region.
- Up to 3 persons appointed by the RMB.
- Up to 3 persons co-opted by the RMB.

For the avoidance of doubt, all voting members of the RMB and its working groups must not be employed by the Region or England Netball for over 15 hours per week, on average, in any one year.

5.3 The minutes of the RMB meetings shall be taken by the secretary. In the absence of the secretary, the RMB members present at the meeting will appoint one of their numbers to take the minutes.

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

5.4 The RMB shall establish committees, sub-committees and 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 chairperson of each committee, sub-committee/WG.

5.5 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.

5.6 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 Regional Management Board and/or to committees, sub-committees/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.

5.7 The RMB shall meet not less than four times a year on dates determined by the RMB members, called by not less than 14 days clear notice. A quorum shall be 5 voting members of the RMB for any decisions required. The date, time and format will be determined by the RMB.

5.8 RMB members may participate in a meeting of the RMB by way of telephone/video conferencing (or similar equipment), which allows every person participating to hear and speak to one another throughout such a meeting. A person so participating shall be deemed to be present in person at the meeting and, accordingly, shall be counted in the quorum and be entitled to vote.

5.9 RMB Agendas, setting out matters to be discussed at RMB meetings, shall be prepared and circulated to all RMB members no less than 5 clear working days before the date of the meeting and shall be accompanied by all necessary supporting documents, reports and papers containing accurate and clear information to enable RMB members to be fully informed on matters they are required to consider, and to enable them to make well-informed decisions. Any documents, reports or papers received late will not be considered until the next following RMB meeting unless the RMB, collectively, considers it to be a matter requiring urgent attention.

5.10 The Chairperson is responsible for ensuring RMB members receive accurate, timely and clear information.

5.11 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 numbers to be chair of the meeting and may at any time remove they/their from that role.

5.12 The RMB and its committees/WGs should have the appropriate range and balance of skills, experience, independence and knowledge of the Region to enable them to fulfil and discharge their duties and responsibilities effectively.

5.13 The RMB, collectively, may invite other people 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.

5.14 The RMB may fill any vacancies that occur in between AGMs. If this involves filling an elected position then it will be on a temporary basis in accordance with clause 7.7 below.

5.15 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 a tie-on votes, the Chairperson shall have a (further) casting vote.

5.16 A person will no longer be a member of the RMB and the position shall be vacated if they/their:

- 5.16.1 resigns the post with at least one month's notice to the RMB; or
- 5.16.2 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 they/their position be vacated; or
- 5.16.3 is required to resign by a majority vote of all other persons on the RMB; or
- 5.16.4 becomes incapable, by reason of mental disorder, illness or injury, of managing they/their own affairs; or
- 5.16.5 has served on the RMB for a second consecutive term of four years, in accordance with clause 7.1 below; or
- 5.16.6 becomes bankrupt or is subject to bankruptcy proceedings or makes arrangement or composition with they/their creditors generally (including entering into an individual voluntary arrangement); or
- 5.16.7 is convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence) or receives a police caution, and the RMB determines that they/their position should be vacated; or
- 5.16.8 has any disciplinary or similar sanction or measure imposed on them by a national, regional or county body of sport or professional organisation for actions which are analogous to any violation of the rules of conduct set out in the England Netball Disciplinary Regulations.

5.17 Members of the RMB, its committees/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.

5.18 Members of the RMB shall act in an honest and ethical manner and shall discharge their duties:

- in good faith;
- with the care an ordinary prudent person in a like position would exercise under similar circumstances; and
- in a manner that they reasonably believe to be in the best interests of the Region.

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.

6. ROLES OF THE REGIONAL MANAGEMENT BOARD

6.1 Role of the Regional Management Board

The authority and role of the Regional Management Board is to:

- 6.1.1 Lead the decision making and coordinate activity leading to the successful delivery of the Objects set out in Clause 3.
- 6.1.2 Role model the values and behaviours expected from all members of the Region.

6.1.3 Conduct all matters in a professional manner, creating a culture of accountability and responsibility across all of the RMB and associated Working Groups.

6.1.4 Oversee and enforce associated policies, codes and procedures to ensure an approach that promotes and celebrates difference as well as enforcing any sanctions where appropriate.

6.1.5 Be responsible for the strategic and financial management of the Region's affairs, protecting Yorkshire Netball's future whilst adhering to the required governance standards.

6.1.6 Be committed to RMB responsibilities including but not limited to; attendance at RMB meetings, active participation in discussions and decision making, engagement with key stakeholders locally and nationally relevant to the role.

6.2 Any two or more voting members of the RMB's members may enter into contracts (which have been considered and approved by the RMB) on behalf of the Region up to the limit of the unrestricted funds of the Region (as reduced by the outstanding amount of all existing contracts) so that the objects set out in clause 3 above can be achieved. When doing so, each of the RMB members that contracts with the third party, on behalf of the Region, shall do so as agent of the members of the Yorkshire Regional Netball Association.

6.3 The members of Yorkshire Regional Netball Association shall, on a joint and several basis:

- ensure that the Region complies with the terms of any contract entered into under clause 6.2; and
- indemnify any member of the RMB who enters into a contract under clause 6.2 in respect of any reasonable expenses and reasonable costs, losses or liabilities, judgments, fines and amounts paid in settlement, which they/their may reasonably incur or sustain as a result of entering into such contract

6.4 The Region will provide direction, support and guidance to its constituent County Netball Associations and 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.

6.5 In furtherance of the objects set out in clause 3 above, but not otherwise, the RMB may exercise the power to set aside funds of the Region for special purposes or as reserves against future expenditure.

6.6 At the first meeting following the AGM, the RMB shall decide:

- (i) the person who will be the treasurer and as such, be responsible for operating the Region's bank/investment account(s), in accordance with the financial procedures agreed by RMB;
- (ii) the person who will be the Regional Safeguarding Lead;
- (iii) who will be invited to be the appointed persons on the RMB; and
- (iv) the chairperson of each committee/WG, in accordance with clause 5.4 above.

6.7 The RMB has the power to make, amend, vary or revoke bye-laws and regulations, standing orders and procedural rules of the Region and such bye-laws and regulations, and all changes thereto, shall not be effective until the earlier of:

- (i) the date of approval at a General Meeting of the Region; or
- (ii) one month after the passing of an appropriate resolution by the RMB.

6.8 The RMB may take such steps as shall be deemed necessary or advisable for enforcing such byelaws, regulations, standing orders and procedural rules concerning all forms and aspects of the game of netball or otherwise within the Region.

6.9 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.

6.10 Where a resolution has been circulated to an RMB member pursuant to clause 6.10 above and has not been received back by the RMB secretary within 21 days of being sent out, that RMB member will be deemed to have approved the resolution.

6.11 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.

7 ELECTIONS TO THE REGIONAL MANAGEMENT BOARD

7.1 All elected persons on the RMB may serve for a term of four years. At the AGM corresponding with the end of that person's term of office, they shall retire and shall be eligible for re-election for one further term of four years. No elected person may serve for more than two consecutive terms.

7.2 No elected or appointed person may serve on the RMB after the eighth consecutive anniversary of their original election. At the AGM corresponding with the end of their term of office, the elected person shall retire.

7.3 For the purposes of clauses 7.1 and 7.2 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 four years. This shall be taken as the period between AGMs.

7.4 Members of the Region shall consider and vote on nominations received (against the published person specification) via a fair recruitment procedure open to individuals within the Region, for up to 9 elected persons on the RMB.

7.4.1 Any member of the Region (as defined in clause 4.2 above) may nominate person(s) to be the elected persons of the RMB. Completed nomination forms must be seconded by another member of the Region and signed by the nominee indicating consent to their nomination. A member of the Region may nominate or second only one candidate for each vacant post.

7.4.2 Nomination forms will be circulated to members of the Region by a nominated member of the RMB or Secretary and completed forms must be returned no later than twenty-eight days before the date of the Annual General Meeting (AGM) of the Region. Elections will be by a simple majority vote at the AGM.

7.4.3 New nominations should be accompanied by a curriculum vitae highlighting appropriate experience

7.5 All elected and appointed persons must be personal members of England Netball within the Region, throughout their term(s) on the RMB.

7.6 RMB Appointed Persons

7.6.1 The Regional Management Board shall decide who will be the appointed persons on the RMB following a thorough and open recruitment process. The main criterion for appointment will be expertise in a field or fields deemed necessary from time to time by the RMB members to provide the RMB with an appropriate range and balance of skills, competence, knowledge and experience, equality and diversity to fulfil and discharge its responsibilities.

7.6.2 All appointed persons on the RMB may serve for a term of four years. At the General meeting corresponding with the end of that person's term of office, they shall retire and shall be eligible for re-election for one further term of four years. No appointed person may serve for more than two consecutive terms.

7.6.3 Notwithstanding the provisions in clause 7.6.2 above, the RMB (acting by a majority) may remove an appointed person from office before the expiry of their term to ensure the relevant balance of skillsets is represented on the Regional Management Board.

7.7 RMB Co-opted Persons

7.7.1 The RMB has the right to co-opt a person or persons on a temporary basis to the RMB, outside of any appointment or election process, if certain skills or knowledge are required. The RMB shall determine how long a co-opted person remains on the RMB. If at the period of one year or until the next Annual General Meeting, the RMB determine the co-opted member is required further, they must either become an elected or appointed member of the RMB.

7.7.2 An RMB co-opted person shall have one vote at RMB meetings, but not have a vote at the Region's AGMs.

8 GENERAL MEETINGS OF THE REGION

8.1 The Region shall hold an Annual General Meeting (AGM) in every calendar year at a date, time and in a format determined by the RMB. The purpose of the AGM is to report on the previous Membership year (typically August-July inclusive) with members being given the opportunity to ask questions on such matters.

8.2 The AGM agenda will always address the matters of:

- ◇ Previous AGM minutes approval.
- ◇ Consideration of the previous membership year report containing a review of the Region's activities across all working groups.
- ◇ Consideration of the previous financial year report including an income and expenditure account and balance sheet signed and dated by a qualified financial examiner. They shall also be dated and signed by two elected RMB members.
- ◇ Consideration and approval of forthcoming Regional membership fees.
- ◇ RMB Elections if appropriate and in accordance with Clause 7.1.
- ◇ Approval of any proposed constitution changes put forward by an RMB member or member of the region not less than 28 days before the AGM (proposed by one member and seconded by another).
- ◇ Any other resolutions proposed not less than 28 days before the AGM (proposed by one member and seconded by another).
- ◇ Any other business linked to constitution.

8.3 All AGM attendees will be expected to uphold themselves in accordance with the England Netball Code of Conduct as well as behaving in a manner that shows them to:

- ◇ Listen and respect the views of others.
- ◇ Respect the office of chair.
- ◇ Seek positive and constructive resolution and discussion to those issues where differences of opinion exist.

8.4 The AGM shall be called with at least 42 clear days' notice and the following information circulated to all members by either the Chairperson or Secretary to each member of the Region (as defined in clauses 4.2-4.4):

- ◇ AGM Notice detailing date, time, venue and format.
- ◇ AGM Agenda as defined in clause 8.2.
- ◇ Regional Constitution for consideration in case of any proposed changes.
- ◇ Constitutional Changes proposal form.
- ◇ Member attendance form; completed no less than 14 days before the AGM.
- ◇ Proxy voting application form including voting member rights to appoint proxies.

8.5 The following documents will be sent to all voting members of the Region (and any appointed AGM voting proxies) not less than 7 days before the AGM in addition to the documents already circulated as outlined in Clause 8.4:

- ◇ Overview of proposed constitution changes for AGM approval.
- ◇ Proposed Regional Membership fees for AGM approval.
- ◇ Financial Report for any questions.
- ◇ Annual Report for any questions.
- ◇ CVs of members proposed for election.
- ◇ Clarification of voting methodology for identified resolutions.

8.6 An AGM may be convened at any time:

- (a) By order of the RMB; or
- (b) Upon the written request from twelve or more members of the Region, 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. Such a meeting shall be called by the a nominated member of the RMB or Secretary within twenty-eight days from the order or request being received.

Entitlement to Attend General Meetings

8.7 As detailed in clauses 4.2-4.4, each member shall be entitled to attend, speak and have one vote at the AGM of the Region.

8.8. In connection with Clause 8.8 above each group member should be represented by a person appointed/is a member/accredited chair/deputy of said group.

8.9 The following shall be entitled to attend and speak at the AGM but shall not be entitled to vote, unless they are a duly appointed representative under clause 8.8 above or a proxy appointed under clause 8.10.3 below:

- a) Each RMB co-opted person
- b) Any other person, from time to time, as determined by the RMB collectively

Votes of Members

8.10 Voting procedure at all AGM shall be as follows:

- 8.10.1 Via the voting medium determined by the RMB prior to the AGM, each person

or representative under clause 8.7 above shall be permitted to cast one vote on each resolution. One vote in their capacity under clause 8.7 and/or 8.8 above.

8.10.2 Before any general meeting, the RMB may determine whether the voting at that meeting on any matter is to be by postal/electronic vote and how such vote is to be conducted.

8.1 Proxies

8.10.3 A member of the Region (as defined in clause 4.2 above) which is not represented at a General Meeting is entitled to appoint as its proxy either the Chairperson of the meeting or one named individual to attend the meeting and, on a poll, to vote on its behalf.

8.10.4 If the member of the Region (as defined in clause 4.2 above) wishes to appoint someone other than the Chairperson of the meeting to be their proxy the person must be a member of England Netball and the name and address of the proxy must be clearly indicated on the proxy form and the named individual will be required to provide proof of identity (with address) at the General Meeting.

8.10.5 Under 8.10.3 above, the member may instruct the proxy to vote for or against or abstain on each specified resolution.

8.10.6 Unless otherwise specifically instructed, the proxy may, on a poll, vote for or against or abstain from voting as they think fit on each resolution.

8.10.7 To validly appoint a proxy, the proxy voting application form must be fully completed and returned as per the form instructions no later than 5pm two working days before the AGM date.

8.10.8 The instrument appointing a proxy shall be in writing executed by or on behalf of the appointed member of the Region (as defined in 4.2 above), and shall be in the form prescribed by the RMB from time to time.

8.10.9 On a poll, no person other than the Chairperson of the meeting may act as proxy for more than one member of the Region.

8.11 A simple majority of those present and entitled to vote shall be required to pass any resolution. This applies to both forms of voting (on a show of hands and in a poll). If there is an equality of votes, on a show of hands or in a poll, the resolution is not passed.

Quorum at General Meetings

8.12 No business shall be transacted at a AGM unless a quorum of 12 voting members of the Region (as defined in clauses 4.2 and 4.3 above) is present in person, by representation or by proxy.

8.13 If such a quorum is not present within 20 minutes from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to a place or to such time and place as those voting members of the Region who turned up for the meeting may determine. If at such adjourned meeting a quorum is not present within 20 minutes from the time appointed for holding the meeting, the voting members of the Region present shall be a quorum.

8.14 Format of Meetings

8.14.1 The Regional Management Board (RMB) may determine the date, time place and format of all AGMs. Such a meeting can be a physical, hybrid or virtual meeting.

8.14.2 The chairperson of a meeting (including an AGM) has broad common law powers to preserve order at that meeting, to ensure the safety and well-being of the attendees and to allow the business of the meeting to be transacted.

8.14.3 The RMB are permitted to introduce arrangements before and during a meeting to ensure the safety and well-being of attendees.

8.14.4 The RMB are empowered to hold meetings (which includes an AGM) flexibly, using electronic communications (including by way of telephone or video conferencing) and this power overrides any provision(s) to the contrary in this constitution.

8.14.5 As part of the planning for a virtual meeting, the RMB are permitted to:

- (i) arrange for a fully or partially virtual AGM (with attendance and voting occurring electronically) to be held without any requirement for a physical location for the meeting and without any of those participating being together in the same place;
- (ii) suspend the rights of the generality of members to attend AGMs;
- (iii) limit attendance at AGMs and require members to vote by proxy;
- (iv) appoint the chairperson of the meeting as the only person who can be a proxy for members, to vote on their behalf and in accordance with their instructions.
- (v) circulate to members, with the agenda, a proxy voting slip containing details of the resolutions being proposed on which members votes are required and the procedure to be carried out at the meeting;
- (vi) arrange for the formal business of the meeting to be limited to the resolutions requiring members votes;
- (vii) if the availability of technology to support a virtual meeting is not available, look to transmit the proceedings of the meeting or AGM in real time over the Region's website or by any other method of communication the RMB considers appropriate;
- (viii) consider hosting a Virtual Forum for members prior to the AGM (and before voting takes place or before proxy voting closes) to hear and see the Annual Report, to see a presentation of the Financial Statements and to enable members to ask questions and receive answers;
- (ix) take measures to ensure a quorum is established and maintained so that the business of the meeting can be carried out.

The above list is by no means exhaustive, but gives an indication of some of the considerations which need to be addressed by the RMB when planning a virtual meeting.

8.14.6 Members will still retain their right to vote at a virtual meeting, even if they are required to exercise that right by voting other than in person.

8.14.7 As an integral part of this virtual meeting planning, the RMB are required to:

- remember members' views are important. They should be given as much information as possible in good time to enable them to participate in the decision-making process of the meeting by voting;
- ensure that clarity is given on proxy voting;
- explain the procedure for both the meeting and any communications prior to the meeting;
- give all members the opportunity to both ask questions and receive

responses to those questions prior to voting, either at a real time on-line meeting or via proxy.

8.15 Amendment(s) to Resolutions

8.15.1 An ordinary resolution duly proposed at an AGM may be amended (by ordinary resolution) if:

- (a) details of the proposed amendment are given to Yorkshire Regional Netball Association in writing, by a person entitled to vote at the general meeting, not less than 48 hours before the meeting is to take place, and
- (b) the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.

8.15.2 In the case of a special resolution duly proposed at a AGM, no amendment thereto (other than a mere clerical amendment to correct a grammatical or other non-substantive error in the resolution) may in any event be considered or voted upon.

8.15.3 If an amendment shall be proposed to any ordinary resolution but is, in good faith, ruled out of order by the Chairperson of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

8.15.4 With the consent of the Chairperson of the meeting, a proposed amendment may be withdrawn by its proposer before it is voted upon.

8.16 Voting at AGMs

8.16.1 A resolution put to the vote at a meeting shall be decided by a voting mechanism determined by the RMB in keeping with the chosen format or hybrid format of the meeting.

8.16.2 A poll may be demanded by (a) the Chairperson of the meeting or (b) by at least twelve voting Members (as set out in clause 8.7 above) present in person or by their representative at the meeting.

8.16.3 At any AGM at which a resolution is submitted to be passed, a declaration by the Chairperson that the resolution is carried will enable the content of that resolution to come into effect immediately.

8.17 No member of the Region (as defined in clause 4.2 above) shall be entitled to vote on a poll or show of hands, or to attend, speak or vote either in person or to send a representative or appoint a proxy for an AGM unless all money due to the Region (such as membership fees, competition entry fees, fines etc.) at that time has been paid by the due date.

8.18 If an amendment shall be proposed to any resolution under consideration but is, in good faith, ruled out of order by the Chairperson of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chairperson of the meeting, an amendment may be withdrawn by its proposer before it is voted upon. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a typographical error) may in any event be considered or voted upon.

8.19 At any AGM at which a resolution is submitted to be passed, a declaration by the Chairperson that the resolution is carried will enable the content of that resolution to come into effect immediately.

8.20 If any votes are given or counted at a AGM which shall afterwards be discovered to be improperly given or counted, the same shall not affect the validity of any resolution or thing passed or done at the said meeting, unless the objection to such votes be taken at the same meeting, and not in that case, unless the Chairperson of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.

8.21 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

9. NOTICES

9.1 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.

9.2 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.

10. ACCOUNTING RECORDS AND RMB RESPONSIBILITIES

10.1 The Regional Management Board (RMB) shall cause accurate accounting records for Yorkshire Netball 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.

10.2 The RMB are responsible for the financial statements and must not approve them unless they are satisfied that they give a true and fair view of the state of affairs of the Yorkshire Regional Netball and of the surplus or deficit of the Association for that period.

10.3 In preparing the annual financial statements, the RMB are required to: select suitable accounting policies and apply them consistently; make judgments and accounting estimates that are reasonable and prudent; and prepare the accounts on the going concern basis unless it is inappropriate to presume that the Association will continue in business.

10.4 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.

10.5 The annual financial statements 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.

10.6 The RMB shall determine and be responsible for all financial procedures and

regulations, including the Yorkshire Netball Financial Procedures and the Yorkshire Netball Expenses Regulations.

10.7 The RMB have overall responsibility for the system of internal financial controls. These are principally controls to ensure that:

- the Association's assets are protected against unauthorised use;
- proper accounting records are maintained; and
- the financial information produced is reliable.

10.8 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.

11. INDEMNITY

11.1 Members of the RMB and committees/WGs shall be indemnified out of the assets of Yorkshire Netball 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.

11.2 The indemnity in clause 11.1 above only applies if the person acted honestly and in good faith and in the best interests of Yorkshire Netball. Also, in the case of criminal proceedings, the person must have had no reasonable cause to believe that they/their conduct was unlawful.

12. ARBITRATION AND MATTERS NOT PROVIDED FOR

If any dispute shall arise on the interpretation of this Constitution or the need arises to deal with any matter not provided for in this Constitution, reference shall be made to the Chairperson of the Region who shall refer the same to the RMB, whose decision shall be binding on all parties.

13. DISSOLUTION

15.1 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 an AGM so as to promote the objects of Yorkshire Netball (as set out in clause 3 above) or of some organisation(s) with kindred aims, which will further and develop the sport of netball within the region of Yorkshire Netball.

15.2 In the event of 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. Such debts and liabilities may be divided equally between RMB members at the time of dissolution but remain joint and several.