

YORKSHIRE REGIONAL NETBALL ASSOCIATION

CONSTITUTION

Approved at the 2021 AGM
Held on the 14th September 2021

YORKSHIRE REGIONAL NETBALL ASSOCIATION

CONSTITUTION

1 NAME

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

2 AIM

The main purpose is to plan, support, lead and co-ordinate the advancement of netball within the Region.

3 OBJECTS

The objects for which Yorkshire Netball is established are:

- 3.1 To consider and, if appropriate, adopt the regulations, policies and procedures formulated by 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 Promote and encourage the game of netball and to further the growth and technical 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, to arrange technical courses and assessments, to co-ordinate and/or support performance programmes 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 affiliated 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 (RMB).
- 3.8 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 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, discipline and sportsmanship.
- 3.11 To create an inclusive and compassionate culture that focuses on valuing and respecting all, promoting equality, diversity and inclusion and widening participation.
- 3.12 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 annual regional subscription, the **members of the Region** shall be:
 - 4.2.1 Each County Netball Association within the Region;
 - 4.2.2 All netball clubs within the Region consisting of Personal Members which are affiliated to England Netball;
 - 4.2.3 All schools within the Region paying the secondary school group membership fee to England Netball;
 - 4.2.4 Each college/university within the Region paying the college/university group membership fee to England Netball;
 - 4.2.5 All other member category groups within the Region which are affiliated to England Netball.

Membership is not transferable.

- 4.3 The RMB may confer Regional Honorary Life Membership on any person who has given special or outstanding service to Yorkshire Netball at regional level.
- 4.4 This Constitution applies to and binds all members of the Region and each person within such member. Each is deemed to have agreed to be bound by and to comply with this Constitution, the YN Anti-Corruption Code, the YN Code of Conduct, the YN Code of Ethics, all YN Regulations and all Procedures made by the RMB, the England Netball Disciplinary Regulations, the England Netball Safeguarding Policies and any other rulings made by or adopted by Yorkshire Netball, and by the Rules of the Game.

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:

(a) Voting Members

- ◆ Chairperson;
- ◆ Treasurer;
- ◆ Up to 9 persons elected by the members of the Region;
- ◆ Up to 3 persons appointed by the RMB.

No person may occupy more than one position on the RMB. For the avoidance of doubt, all voting members of the RMB and its committees, sub-committees/working groups (WGs) must not be employed by the Region or by England Netball for over 15 hours per week, on average, in any one year.

5.2.1 Based on the required knowledge and skills, the RMB shall decide which elected RMB member will be designated the Chairperson and which elected RMB member will be designated the Treasurer.

5.3 The minutes of meetings of the RMB will normally be taken by the Regional Co-ordinator who shall attend in a non-voting capacity and, for the avoidance of doubt, is not a member of the RMB.

5.3.1 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. A quorum shall be 5 voting members of the RMB for any decision involving regional policy, strategy, finance, Byelaws or Regulations, and otherwise 4 voting members. The dates, venue and start times of meetings shall be determined by the RMB collectively.

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 her/him 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 General Meetings. 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 she/he:
- 5.16.1 resigns the post by 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 her/his 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 her/his 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 her/his 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 her/his 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 The authority and principal roles of the RMB are to:
- 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 create an environment conducive to high achievements;
 - 6.1.3 set the Region's values and standards, protecting the future of the Region and ensuring it operates in a compliant and ethical way;
 - 6.1.4 establish policy and oversee its implementation in a safe, equitable and inclusive manner;
 - 6.1.5 be responsible for the management of the affairs and for the success of the Region;
 - 6.1.6 implement an organised approach to succession planning for the RMB and each committee/WG so as to ensure an appropriate level of stability and continuity of the Region;
 - 6.1.7 make, vary and revoke regulations, procedures, codes of behaviour, terms of reference, standing orders and byelaws for the better administration of the Region;
 - 6.1.8 ensure each RMB member regularly attends RMB meetings and actively participates in RMB responsibilities.
- 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 she/he 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 persons to be responsible for operating the Region's bank/ investment account(s), in accordance with the financial procedures agreed by the RMB;
 - (ii) the person who will be the Regional Resolution Lead;
 - (iii) the person who will be the Regional Safeguarding Officer;
 - (iv) who will be invited to be the appointed persons on the RMB; and
 - (v) the chairperson of each committee/WG, in accordance with clause 5.4 above.
- 6.7 With the exception of the Regional Chairperson (who may attend, in an advisory capacity, each and every meeting of the Region's committees/WGs), no person may serve on, or seek to influence in any way, more than one committee/WG.

- 6.8 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.
- 6.9 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.
- 6.10 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.
- 6.11 Where a resolution has been circulated to an RMB member pursuant to clause 6.10 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.
- 6.12 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 General Meeting corresponding with the end of that person's term of office, she/he 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 General Meeting 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 annual general meetings.
- 7.4 Members of the Region shall consider and vote on nominations received (against the published job description/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 the Regional Co-ordinator 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 persons must be personal members of England Netball, via a Club within the Region, throughout their term(s) on the RMB. Appointed persons do not have to be in membership of England Netball.
- 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 Any such appointed person on the RMB shall hold office for two years from and including the date of appointment and at the end of such term may be re-appointed by the RMB for further terms, of up to two years, up to a maximum of eight years. That being four consecutive terms of two years each and the four terms will be deemed to be consecutive if there are fewer than four years between them.
- 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.
- 7.6.4 An RMB appointed person shall have one vote at meetings of the RMB but shall not have a vote at General Meetings of the Region.

7.7 RMB Co-opted Persons

- 7.7.1 For the avoidance of doubt, the RMB shall also have the right to co-opt onto the RMB a person or persons on a temporary basis, outside of the elected person or appointment process, if it is deemed necessary to ensure that the RMB has the skills and/or experience to fulfil its role. The RMB shall determine how long a co-opted person remains on the RMB, albeit this period shall not exceed the shorter of one year or until the next General Meeting. At which point, if she/he is to remain on the RMB, the co-opted person must become either a person elected by the members of the Region or alternatively an RMB appointed person.
- 7.7.2 The voting rights of the person(s) co-opted will be the same as those of an appointed person.

8 GENERAL MEETINGS OF THE REGION

- 8.1 The Region shall hold a General Meeting in every calendar year as its Annual General Meeting (AGM), at such time, date, place and format as may be determined by the RMB, and shall specify the meeting as an AGM in the notice calling it. Such a meeting gives an opportunity for the members of the Region to ask questions and for the RMB to show their accountability on their conduct of the Region's affairs. The AGM shall be called by at least 28 clear days' notice. The business to be conducted at the meeting will be set out in an agenda which, together with the proxy voting form, shall be circulated to members with the notice of the meeting.
- 8.2 With the exception of the AGM, all General Meetings shall be called by not less than fourteen clear days' notice. The notice shall give details of the time, date and location of the meeting and shall contain details of any resolutions to be agreed and the general nature of the business to be transacted and shall contain a statement informing Voting Group Members of their rights with regard to the appointment of proxies. All such notices shall be circulated to each member of the Region (as defined in clauses 4.2 and 4.3 above) and to each elected person on the RMB. For the purposes of this clause 8, the Regional Co-ordinator will be responsible for circulating the notice, agenda and proxy voting form for all General Meetings.
- 8.3 The Chairperson of the Region or, in her/his absence, a member of the RMB appointed by those RMB members present at the meeting shall act as the Chairperson of a General Meeting.
- 8.4 The AGM shall be held for the following purposes:
- (a) To approve the minutes of the last AGM and those of any subsequent General Meeting;
 - (b) To receive and consider an Annual Report (prepared and presented by the Chairperson) from the RMB containing a review of the operating activities of the Region (to include those of each committee/WG) since the previous AGM;
 - (c) To receive and consider the financial statements (income and expenditure account and balance sheet), which shall have been independently examined by a person with the requisite ability and experience to carry out a competent examination. Before being sent to members, the accounts shall show the date when they were approved by the RMB, the balance sheet must be dated and signed and by two elected members on behalf of the RMB and the accounts shall have contained within them a signed and dated report from the independent examiner on the adequacy of the accounting records and the accuracy of the accounts prepared therefrom;
 - (d) To elect those members of the Regional Management Board who have been nominated in accordance with clause 7.1 above or to re-elect those members in accordance with clause 7.4 above, each of whom shall normally serve until the earlier of the end of their four years term of office or in accordance with clause 5.16 above;

- (e) To consider any proposed resolution submitted in writing to the Regional Co-ordinator not less than twenty-eight days before the date of the General Meeting, which has been proposed by: (i) one member of the Region and seconded by another member of the Region or (ii) the RMB;
- (f) To approve, by a majority of voting members present, the following year regional membership subscriptions to be paid by members of the Region (as defined in clause 4.2 above);
- (g) To consider any proposed amendment(s) to this Constitution of the Region put forward by:
 - (i) the RMB; or
 - (ii) a member of the Region (as defined in clause 4.2 above) and seconded by another such member, submitted in writing to the Regional Co-ordinator not less than twenty-eight days before the date of the General Meeting;
- (h) To transact such other business as may be brought before it in accordance with this constitution.

8.5 The annual report, the financial statements and all other documents (except those in clause 8.1 above) required for an AGM or for a General Meeting shall be sent to all voting members of the Region (as defined in clauses 4.2 and 4.3 above) not less than 14 days before the date of the meeting.

8.6 A General Meeting 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 Regional Co-ordinator within twenty-eight days from the order or request being received.

Entitlement to Attend General Meetings

8.7 The following shall be entitled to attend, speak and have one vote at General Meetings of the Region:

- (a) One representative from each member of the Region (as set out in clause 8.8 below); and
- (b) Each Regional Honorary Life Member (as defined in clause 4.3 above)

8.8 In connection with clause 8.7(a) above:

- (a) Each Club within the Region – to be represented by a person appointed by the Club, who is a voting member of that Club, which is the representative person's first choice club and who is a Personal Member of England Netball.
- (b) Each School within the Region paying the secondary school group membership fee – to be represented by a current member of staff.
- (c) Each college/university within the Region paying the college/university group membership fee – to be represented by either a current student at that college/university or a current tutor.
- (d) Each County Netball Association within the Region - to be represented by the elected Chairperson or an accredited deputy who must be a member of that County's Management Committee and who is also a Personal Member of England Netball.

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

- (a) Each person on the RMB elected by the members of the Region
- (b) Each appointed person on the RMB;
- (c) Each co-opted person on the RMB; and
- (d) Any other person, from time to time, as determined by the RMB collectively.

Votes of Members

8.10 Voting procedure at all General Meetings shall be as follows:

8.10.1 On a show of hands, 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(b) above or, alternatively, one vote as a representative under one of the sub-sections of clause 8.8.

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.

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 form must be completed, dated and signed by an officer of the member and must be received at the Yorkshire Netball regional office no later than 5.00pm two working days before the date for holding the meeting or the adjourned meeting.

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 General Meeting 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 the same day in the next week at the same time and 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 general meetings. Such a meeting can be a physical, hybrid or virtual meeting.
- 8.14.2 The chairperson of a general 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 general meeting to ensure the safety and well-being of attendees.
- 8.14.4 The RMB are empowered to hold general 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 general meeting (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 general meetings;
 - (iii) limit attendance at general meetings 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 General 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 a general meeting 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 general meeting, 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 maybe withdrawn by its proposer before it is voted upon.

8.16 Voting at General Meetings

8.16.1 A resolution put to the vote at a meeting shall be decided by a show of hands on that resolution unless, immediately after the declaration by the chairperson of the result on a show of hands, a poll is demanded.

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 General Meeting 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 a general meeting 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 General Meeting 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 General Meeting 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 RESPOSIBILITIES

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 her/his 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 DISCIPLINARY POWERS, PROCEDURES AND APPEALS

- 13.1 The Region adopts the England Netball Disciplinary Regulations which shall apply to and bind all members of Yorkshire Netball and all persons and entities participating in any way in activities controlled and/or sanctioned by Yorkshire Netball. Yorkshire Netball shall have the power to discipline such persons and entities who breach those Regulations.
- 13.2 All persons within clause 13.1 above shall be subject to disciplinary procedures for any:
- (a) disciplinary offence set out in the England Netball Disciplinary Regulations;
 - (b) breaches of Yorkshire Netball (or England Netball) Codes or Regulations;
 - (c) disciplinary breach of the Official Rules of Netball;
 - (d) conduct which is prejudicial to the interests of the Region or to the game of Netball or which amounts to cheating;
 - (e) misconduct against an Umpire or other match official.
- 13.3 The judicial bodies of the Region are the:
- (a) Investigation Panel
 - (b) Disciplinary Panel; and the
 - (c) Appeal Panel.

- 13.4 The responsibilities and functions of these Panels shall be as stipulated in the England Netball Disciplinary Regulations, which are hereby adopted, supplemented by any Regulations of the Region.
- 13.5 The Appeal Panel is responsible for hearing appeals against decisions by the Disciplinary Panel that are not declared final by the relevant regulations. The Appeal Panel may affirm, vary or rescind any decision of the Disciplinary Panel and may substitute any other decision as it, in its absolute discretion, may determine. Decisions pronounced by the Appeal Panel shall be final and binding on all parties concerned. An appeal must be accompanied by an appeal fee, payable by the appellant, as set out in the England Netball Disciplinary Regulations.

14 SANCTIONS

- 14.1 If the Disciplinary Panel (or Appeal Panel) finds that that the disciplinary complaint or misconduct has been proved in whole or in part, or when a respondent admits such a complaint, it may (unless the Panel is of the opinion that in all the circumstances it would be contrary to the interests of justice to do so) make against the respondent one or more of the orders available under the England Netball Recommended Sanctions Guidelines, as supplemented by those detailed in clause 14.3 below.
- 14.2 The body pronouncing the sanction decides the scope and duration of it. The duration of a sanction shall always be defined and can be interrupted in between playing seasons.
- 14.3 The supplementary sanctions that may be imposed, which are not exhaustive, include any one or more of the following:
- (a) warning;
 - (b) reprimand;
 - (c) caution;
 - (d) fine;
 - (e) withdrawal of a Regional title and/or Regional award;
 - (f) suspension;
 - (g) ban from being a match official or a team official;
 - (h) ban from taking part in any netball-related activity;
 - (i) playing a match at a neutral venue;
 - (j) ban from entering a venue;
 - (k) annulment of the result of a match;
 - (l) order a match to be replayed;
 - (m) disqualification from current competition and/or exclusion from future competition(s);
 - (n) defeat by forfeit;
 - (o) deduction of points;
 - (p) demotion to a lower division;
 - (q) censure;
 - (r) impose conditions, limitations or other restrictions;
 - (s) expulsion;
 - (t) order of reimbursement or restitution;
 - (u) a period of ineligibility;
 - (v) a combination of the above.
- 14.4 With the exception of (a) warning, (b) reprimand and (c) caution, all disciplinary sanctions may be suspended for a minimum period of three months and a maximum of one year.
- 14.5 The total sanctions shall be determined based on what is proportionate in the circumstances of the case, taking into account in particular:
- (i) the nature of the breach(es);
 - (ii) the degree of fault of the person or entity;
 - (iii) the harm that the breach(es) has/have done to the sport;
 - (iv) the need to deter future breaches; and
 - (v) any specific aggravating or mitigating factors.
- 14.6 The total sanction(s) to be imposed in a particular case shall be determined by reference to all of the relevant circumstances of the case, including an assessment of the seriousness of the breach, and any mitigating or aggravating factors that may be present (including the person's or entity's prior record).

- 14.7 Where more than one breach has been committed, the sanction will be based on the most serious breach and increased as appropriate depending on the specific circumstances.
- 14.8 When an additional disciplinary offence is committed during the operational period of a suspended sanction, the Disciplinary or Appeal Panel may order that the suspended sanction shall be activated and a consecutive sanction may be imposed, as the additional disciplinary offence will have arisen out of unrelated facts to the first offence.
- 14.9 Costs and expenses of a hearing shall be paid as determined by the Disciplinary Panel and/or Appeal Panel and are in addition to sanctions.
- 14.10 These provisions are subject to the disciplinary powers of England Netball with regard to the suspension and expulsion from membership of England Netball.

15 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 a General Meeting 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.