

ARTICLES FOR THE WELSH NETBALL ASSOCIATION: CYMDEITHAS PEL-RWYD CYMRU

Approved at AGM June 30th 2018

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee and Not Having a Share Capital

In these Articles the words in the left-hand column below are used as defined in the right-hand column:

1. WORDS and MEANINGS

The Act	The Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force
Articles	The Articles of the Association
The Memorandum	The Memorandum of Association of the Association
These Articles Clause	A separate article
The Association	The Above-named Company
The Seal	The Common Seal of the Association
The Byelaws	The Byelaws of the Association as agreed by the Board of Directors in accordance with Article 22
The Officers	The Officers of the Association as listed in Clause 6
The Board	The Board of Directors for the time being of the Association
Chair	Means the Chair of the Board of Welsh Netball
Member	Any person or organisation registered as a Member of the Association in accordance with the Byelaws of the Association
Honorary Life Member	A Member of the Association as defined by Article 3.8
Non-Voting Member	A Member of the Association as defined by Article 3.7
Area Association	The representative body of a group of Clubs and/or schools within an Area as defined by the Association and which is subordinate to the Association
The Office	The registered office of the Association
Netball G.M	The game of Netball General Meeting
A.G.M	Annual General Meeting
E.G.M	Extraordinary General Meeting

Month	Calendar month
In Writing	Written, printed or lithographed, or other modes of representing or reproducing words in a visible form
Document	Includes, unless otherwise specified, any document sent or supplied in electronic form
Electronic form	Has the meaning given by Section 1168 of the 2006 Act
Hard copy form	Has the meaning given by Section 1168 of the 2006 Act
Appointments Panel	The Panel referred to in Article 7.6
CEO	The Chief Executive of Welsh Netball
Company Secretary	The CEO of Welsh Netball acting on behalf of the Association
Director	Means the Director of the Association
Elected Director	Those Directors appointed through election (Article 6/7)
Appointed Director	Those Directors nominated and approved by the Appointments Panel

2. OBJECTS

The Association is established for the purposes detailed in the Memorandum

3. MEMBERSHIP and MEMBERSHIP RIGHTS

- 3.1 The number of members of the Association is unlimited
- 3.2 Membership shall be open to any person, club, school, college or university
- 3.3 The Association and its' Members shall comply with the provisions of the current Act and any membership procedures as the Board from time to time determine
- 3.4 Individual Members, having attained the age of 18 years, are eligible to serve as an Officer of Association or as a Member of a Committee of the Association and are entitled to attend, speak and have one vote at General Meetings of the Association
- 3.5 Each individual school, college or university shall be considered as one Member and shall be entitled to send one representative, aged 18 years or over, to speak and vote at General Meetings of the Association
- 3.6 Each Area Association, as defined by the Board, shall be considered as one Member and is entitled to send one representative, aged 18 years or older, to speak and vote at General Meetings of the Association. An Area Association shall agree and determine its own Constitution provided it shall not conflict in any respect with these Articles

3.7 Subject to the approval of the Board, the following are eligible for Non-Voting Membership of the Association but may not attend any General Meeting of the Association:

- 3.7.1 Any company, association or sports club in Wales with an interest in Netball
- 3.7.2 Any person, club, college or university in a country or state where no National Netball Association exists
- 3.7.3 Any player who is a member of a Junior Netball Club in Wales established for players under the statutory school leaving age

3.8 Subject to ratification by a simple majority at the A.G.M, Honorary Life Membership of the Association may be conferred by the Board upon any person who has rendered special service to the Association, with such rights and privileges as the Board may determine. Honorary Life Members have the right to attend but not vote at General Meetings of the Association. If the Honorary Life Member is also a Netball player, coach or umpire, the Association will pay the fee for the insurance policy required for the Honorary Life Member to carry out those roles within the jurisdiction of the Association

3.9 The rights and liabilities of Members shall not be transferable

4. MEMBERSHIP FEES

Each Member, other than Honorary Life Members, shall pay an annual membership fee which shall be fixed by the Board and ratified at the A.G.M.

5. DISCIPLINARY POWERS, PROCEDURES and APPEALS

5.1 Any Member who behaves in a manner considered prejudicial to the Association or who breaches the Memorandum, Articles and Byelaws as defined by the Board shall be liable to be disciplined in such a manner as the Board thinks fit and may be subject to suspension or expulsion from the Association

5.2 On notification in writing of facts or circumstances that a Member may have been guilty of such conduct the Board shall have the power to:

5.2.1 Appoint and constitute a Disciplinary Committee

5.2.2 Make such terms of reference and regulations as it considers necessary for the conduct and proceedings of such Disciplinary Committee

5.3 A Member who has been the subject of disciplinary action by the Board has the right to appeal to an Independent Appeals Committee as defined in the Byelaws of the Association. The Independent Appeals Committee may affirm, vary or rescind any action decided by the Disciplinary Committee and/or the Board

6. OFFICERS

The Officers of the Association shall be:

- 6.1 The President, who shall hold office for four years.
- 6.2 The Vice Presidents, of whom there shall be two and who shall each hold office for four years.
- 6.3 The Chair, who shall hold office for three years.
- 6.4 The Vice Chair, who shall hold office for three years.
- 6.5 The Elected Directors, of whom there shall be up to five and who shall each hold office for three years.
- 6.6 The Appointed Directors, of whom there shall be up to seven (see clause 7.6) and who shall each hold office for two years.
- 6.7 The CEO will be appointed as Board Member for the duration of their employment.

7. APPOINTMENT of OFFICERS

- 7.1 Candidates for the positions of President, Vice Presidents, Chair, Vice Chair and Elected Directors shall:
 - 7.1.1 Be a Member of the Association (except in the circumstances set out in Clause 7.1.4).
 - 7.1.2 Be nominated and seconded in writing by Members who have voting rights. The completed Association application form must be received by the Company Secretary at least six calendar weeks before the appropriate A.G.M.
 - 7.1.3 Normally be elected at an A.G.M by a simple majority.
 - 7.1.4 The Board reserves the right to appoint an Appointed Director as Chair, following the same process set out in Clause 7.6, even if they are not members of the Association at the time of their appointment. If appointed they shall become a Member at that stage pursuant to clause 7.8.
- 7.2 Officers shall be eligible for re-election after serving their term of Office
- 7.3 The Chair, Vice Chair and elected Directors are eligible for re-election after their first or second terms but may not hold office for more than three consecutive terms.
- 7.4 An Officer, as defined in Clause 7.3, retiring at the end of his or her first or second term of office is eligible for re-appointment subject to Clause 7.1 above. For the avoidance of doubt, should an Officer retire before the expiry of their term of office, for the purposes of Clause 7, the full term of office will be recognised.

- 7.5 An Officer, as defined in Clause 7.3, retiring at the end of his or her third term of office is not eligible for re-appointment for a period of less than two years.
- 7.6 Appointed Directors shall be competency based and shall be appointed by a panel composed of the Chair, one Elected Director and the Company Secretary and shall be approved by the Board. They may not hold office for more than three consecutive terms. An Appointed Director at the end of his or her first or second term of office is eligible for re-appointment subject to this Clause
- 7.7 An Appointed Director, retiring at the end of his or her third term of office is not eligible for re-appointment for a period of not less than two years
- 7.8 Appointed Directors must agree to become Members of the Association

8. THE BOARD OF DIRECTORS

Subject to these Articles, and Rules and Regulations made pursuant to them and the Companies Acts, the Board is responsible for the management of the Association's business, for which purpose it may exercise all of the powers of the Association. The Board of Directors which shall consist of:

- 8.1 The Chair, who shall chair meetings
- 8.2 The Vice Chair, who shall chair meetings in the absence of the Chair
- 8.3 The Company Secretary
- 8.4 No more than five Elected Directors
- 8.5 No more than seven Appointed Directors
- 8.6 Each Officer and Director shall have one vote
- 8.7 The Chair of the meeting will have a casting vote in the event of equality of votes
- 8.8 Members of the Board will not vote on any matter in which they have a conflict of interest. It is the responsibility of the Chair to proactively address and manage conflicts of interest both in terms of compliance with the provisions of the Act and to ensure that the Association's Rules and Guidance are applied
- 8.9 Six Members with the right to vote shall form a quorum at meetings of the Board
- 8.10 The Board of Directors shall have the power to co-opt any person it wishes to attend any meeting of the Board in an advisory capacity but without power to vote thereat.
- 8.11 The President and Vice Presidents of the Association shall not be automatic members of the Board but may attend and speak at Board meetings at the invitation of the Board. They may, however, seek election to the Board independently of any standing as President or Vice President

- 8.12 No resolution passed by the Association in General Meeting shall invalidate any prior act by the Board which would have been valid if such resolution had not been passed.

9. RESIGNATION OF OR NON-ELECTION OF OFFICERS

- 9.1 Should an Officer of the Association resign from office between A.G. M's, the Board shall have the right to seek and appoint a suitably qualified person to fill that role until the next A.G.M.
- 9.2 Should a vacancy for an Officer not be filled at an A.G.M, the Board shall have the right to seek and appoint a suitably qualified person to fill that role until the next A.G.M.

10. DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a member of the Board shall be vacated:

- 10.1 If a receiving order is made against that member or that member makes any arrangements or composition with their creditors
- 10.2 If that member becomes prohibited from holding office by reason of a Court Order
- 10.3 If that member is removed from office by a resolution duly passed pursuant to the current Act
- 10.4 If that member has been absent from Board meetings for more than six consecutive months without permission of the Board
- 10.5 If a medical practitioner who is treating that member gives a written opinion stating that the member has become physically or mentally incapable of acting as a Director and may remain so for more than three months
- 10.6 If by reason of a member's mental health, a court makes an order which wholly or partly prevents that member from formally exercising any powers or rights which that member would otherwise have
- 10.7 If that member is removed from office by resolution duly passed at a General meeting

11. THE COMPANY SECRETARY and SALARIED STAFF

- 11.1 The Chief Executive of the Association shall act as the Company Secretary of the Association
- 11.2 The appointment of other salaried staff of the Association shall be the responsibility of the Chief Executive in consultation with the Chair and Vice Chair

12. GENERAL MEETINGS

- 12.1 The Association shall hold an Annual General Meeting in every calendar year at a time and place determined by the Board
- 12.2 All General Meetings, other than the A.G.M, shall be called Extraordinary General Meetings
- 12.3 The Board may convene an E.G.M. when it thinks fit and E.G.M's shall also be convened within forty-two days of receipt of a written requisition signed by not less than 25 voting Members. Such requisition shall state the object and any resolution or motion to be proposed at the meeting
- 12.4 At least twenty-one days' notice shall be given, in writing, of every General Meeting, specifying the place, day and time, together with the Agenda and, as appropriate, the nature of any special business
- 12.5 Members may join and participate in a meeting regardless of their location, such arrangements to be specified to the Company Secretary at least two clear days prior to the meeting.

13. PROCEEDINGS AT GENERAL MEETINGS

- 13.1 At all General Meetings, only business notified in the Agenda shall be transacted. Amendments must be kept within the terms of the motion
- 13.2 The President, or in the President's absence, the Chair of the Association, shall preside as Chair at all General Meetings. If neither is present within fifteen meetings of the time appointed for the start, the Vice Chair shall preside or failing that, members present shall choose a Chair
- 13.3 No business shall be conducted at a General Meeting unless a quorum of 12 voting Members is present except to discuss a proposal to call another meeting.
- 13.4 Within thirty minutes of the time appointed for an EGM, a quorum is not present, the meeting shall be dissolved if convened on the requisition of voting Members, or adjourned in any other case until a time or place fixed by the Chair of the meeting
- 13.5 The Chair may, with the consent of any such meeting with a quorum present, adjourn the meeting until another time, but no business shall be transacted other than that from the meeting from which the adjournment took place

14. VOTING AT GENERAL MEETINGS

- 14.1 At any General Meeting voting shall be by show of hands unless a poll is demanded by Members or requested by the Chair.

- 14.2 The procedures for taking a poll shall be decided by the Chair of the Meeting. Any other business on the Agenda may be proceeded with whilst awaiting the result of the poll, provided that business does not relate to the subject of the poll
- 14.3 In the case of equality of votes the Chair of the Meeting shall be entitled to a second and/or casting vote
- 14.4 Each Member entitled to vote may appoint the Chair or any other voting Member as their proxy to speak and vote on their behalf at a General Meeting.
- 14.5 A Member appointing a proxy must complete and return the appropriate form (refer to Annex A) to the Company Secretary at least two clear days prior to the meeting and may add specific instructions as to how the proxy shall vote
- 14.6 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- 14.6.1 Notice of the proposed amendment is given to the Association in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
- 14.6.2 The proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 14.7 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- 14.7.1 the Chair of the meeting proposes the amendment at the General Meeting which the resolution is to be proposed, and
- 14.7.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 14.8 With the consent of the Chair of the meeting, an amendment may be withdrawn by its proposer at any time before the resolution is voted upon.
- 14.9 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment is out of order, the Chair's error does not invalidate the vote on that resolution.

15. SEAL

The Board shall provide for the safe custody of the Seal and the Seal shall only be affixed to any deed or document with the authority of the Board and in the presence of the Chair and one Board member or two Board members

16. COMMITTEES

- 16.1 The Board may constitute any such Committees and/or working groups as it thinks necessary. The terms of reference, powers, duties and administration of such Committees shall be directed by the Board and specified in Rules or Byelaws agreed by the Board.
- 16.2 As it thinks fit, the Board may delegate the setting-up of any appropriate working group to any or all of the WNA Committees
- 16.3 By virtue of office, the Officers of the Association may attend and speak at any Committee meeting, but may not vote unless they are an appointed or elected member of that Committee

17. ACCOUNTS

- 17.1 The Board shall cause accounting records of the Association to be kept in accordance with the current Act
- 17.2 Accounting records shall be kept at the WNA Office or other specified place authorized by the Company Secretary
- 17.3 At every A.G.M, the Board shall lay before the Association a properly audited profit and loss account for that year together with a balance sheet made up as at the same date.

18. AUDIT

- 18.1 Once a year the accounts of the Association shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by a properly qualified Auditor or Accountant
- 18.2 Auditors or Accountants shall be appointed, and their duties regulated in accordance with the current Act

19. NOTICES

- 19.1 The Association may serve a notice, by written or electronic means upon any Member at that Members address as recorded on the Register of Members
- 19.2 Only members who have addresses in the UK shall be entitled to receive notice from the Association
- 19.3 Any notice served by post shall be deemed to have been served two days following that on which the letter containing the same was put in the post and in proving such

service it shall be sufficient to prove that the letter was properly addressed and put into the post as a prepaid letter

20. DISSOLUTION

Clause 8 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles

21. INDEMNITY

Subject to the provisions of the Act, these Articles and the Memorandum of Association, every holder of any office and member of a Committee shall be entitled to be indemnified against all costs, charges, losses, expenses and liabilities incurred by them in the execution and discharge of their responsibilities relating to the Association

22. BYELAWS

The Board shall have the power, from time to time, to make, alter, add to and revoke the Byelaws of the Association for the carrying out of the objects and purposes of the Association

23. ARBITRATION AND MATTERS NOT PROVIDED FOR

If any dispute shall arise on the interpretation of these Articles, or reference in writing shall be made to the Chair, the Chair shall refer the same to the Board whose decision shall be binding on all parties.