

# **THE COMPANIES ACT 2006 ARTICLES OF ASSOCIATION OF ALL ENGLAND NETBALL ASSOCIATION LIMITED**

DATED 14 SEPTEMBER 2019

## **INTRODUCTION**

1. The regulations contained in the following paragraphs (as amended from time to time by special resolution) shall be the Articles of Association. The provisions of the relevant model articles contained in the Companies (Model Articles) Regulations 2008 or in any successor legislation shall not apply.

## **NAME**

2. The name of the Company is ALL ENGLAND NETBALL ASSOCIATION LIMITED (hereinafter called "England Netball").

## **OBJECTS**

3. The objects for which England Netball is established are:
  - (a) To promote and encourage the game of netball and to further the growth and development of the game of netball.
  - (b) To act as the controller and governing body of the game of Netball in England.
  - (c) To be a member of the International Netball Federation and to co-operate with them in all matters relating to international competitions or matches, and otherwise relating to the game of Netball or the rules or regulations affecting the same, in any way England Netball shall consider fit.
  - (d) The International Netball Federation Official Rules of Netball shall be the official rules of the game of netball in England, except those Official Rules may be modified by England Netball following approval by International Netball Federation Associations.
  - (e) To make, adopt, vary and issue byelaws and regulations, standing orders and procedural rules concerning all forms and aspects of the game of netball or otherwise, and to take such steps as shall be deemed necessary or advisable for enforcing them.
  - (f) To protect and develop the interests of the game of netball in England.
  - (g) To create and promote by publicity and education an informed and interested public opinion on the value and importance of the game of netball in England.
  - (h) To take all such steps as shall be deemed necessary or advisable for preventing infringements of the Rules of the Game, or other improper methods or practices in such game, and for protecting it from abuses.
  - (i) To arrange with any person, company, undertaking or organisation for the provision of services for Members of England Netball in respect of insurances, travel facilities, or the purchase of goods, equipment and appliances.

- (j) To co-ordinate the game of netball in educational establishments and further the advancement of the physical and social education of pupils and students at schools, colleges and universities in England, through the sport of netball.
- (k) To advance the theory and practice of netball coaching and umpiring and match officiating in all aspects and to recruit, educate and train a body of Members skilled in these arts, and ensure that high standards of practice and professional and ethical conduct are maintained by such Members.
- (l) To support the technical development of netball in England from representative teams to grassroots.
- (m) To publish or distribute printed or electronic material relating to the affairs of England Netball, and material promoting and furthering the interests and efficiency of netball coaches, umpires and match officials and others or of the sport of netball generally.
- (n) To organise, finance and maintain schemes for the granting of awards and certificates (with or without prior assessment or examination) to Members of England Netball in any activities with which England Netball is concerned.
- (o) To provide finance and make grants for courses or other tuition, or for netball research, with a view to promoting or furthering the interests of Members and prospective Members of England Netball.
- (p) To provide services facilities, support and advice for its Members.
- (q) To organise, finance, maintain, alter or amend a scheme for investigating and disciplining Group Members and Personal Members, in accordance with the disciplinary rules and regulations issued by England Netball, the Memorandum and Articles of Association or any Byelaw or any Regulation.
- (r) To promote, support assist or regulate and manage any England Netball authorised and recognised activity as may be determined or approved by the Directors.
- (s) To do all such other lawful things as are considered by England Netball to further the interests of England Netball or to be incidental or conducive to the attainment of the above objects or any of them.

## DEFINITIONS

4. In these Articles:

**“the Act”** the Companies Act 2006 as further modified by any statutory modification or re-enactment thereof for the time being in force;

**“Articles”** these Articles of Association;

**“Chair”** the Director appointed by the Board from time to time to be the Chair of England Netball in accordance with Article 64A

**“Chair of the Finance and Audit Committee”** the Director appointed by the Board from time to time to be the Chair of the Finance and Audit Committee of England Netball in accordance with Article 64A;

**“Chief Executive”** the person appointed from time to time to be the chief executive of England Netball in accordance with Article 96;

**“clear days”** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day on which it is to take effect;

**“Directors” or “the Board”** the board of directors of England Netball for the purposes of the Act as appointed or elected from time to time under these Articles;

**“electronic communication”** has the meaning given in section 15 of the Electronic Communications Act 2000;

**“England Netball”** the All England Netball Association Limited;

**“executed”** any mode of execution;

**“Group Member”** any organisation appointed as a Group Member pursuant to Articles 15 to 18;

**“Honorary Life Member”** a person appointed as an Honorary Life Member pursuant to Article 13(c)

**“INF”** the International Netball Federation;

**“Independent Director”** a Director, who is determined by the Board as being independent, including, but not limited to, their having no material or pecuniary connection with England Netball, or its related parties, and whom an objective outsider or public sector funder would view as independent, and who is appointed from time to time by the Board pursuant to Article 67;

**“Individual Member”** a person appointed as an Individual Member pursuant to Article 13(a);

**“Member”** any individual or organisation appointed as a Personal Member or a Group Member in accordance with these Articles;

**“Membership Regulations”** the bye laws, codes of conduct, procedures, regulations and standing-orders of England Netball as amended from time to time pursuant to Article 108;

**“Non-Voting Group Members”** those Group Members designated as Non-Voting Group Members;

**“Netball”** the game of Netball;

**“Nominated Directors”** those Directors, subject to the approval of the Nominations Committee, elected from time to time as Directors by the Voting Group Members pursuant to Articles 63 to 66 inclusive;

**“Nominations Committee”** the committee, made up of Independent Directors, responsible for leading the process for appointments of all Directors, including reviewing and approving potential Nominated Directors before they are presented for election.

**“Personal Member”** a person who is either an Individual Member or an Honorary Life Member;

**“President”** the person appointed from time to time to be the president of England Netball in accordance with Article 59;

**“Rules of the Game”** the Official Rules of Netball as determined by INF from time to time;

**“seal”** the common seal of England Netball;

**“Secretary”** the company secretary of England Netball appointed from time to time in accordance with Article 98;

**“United Kingdom”** Great Britain and Northern Ireland;

**“Voting Group Members”** those Group Members designated as Voting Group Members and thus registered as members of England Netball under the Act.

5. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on England Netball.
6. References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.
7. Words denoting the singular number include the plural number and vice versa; words denoting the feminine gender shall include the masculine gender; and words denoting persons include bodies corporate (however incorporated) and unincorporated, including unincorporated associations of persons and partnerships.
8. Headings are inserted for convenience only and do not affect the construction of these Articles.

## **REGISTERED OFFICE**

9. The registered office of England Netball will be situated in England.

## **APPLICATION OF INCOME AND PROPERTY**

10. The income and property of England Netball shall be applied solely towards the promotion of its objects as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to Members of England Netball. Provided that nothing herein shall prevent any payment in good faith by England Netball of reasonable and proper remuneration to any Member, officer or servant of England Netball for any services rendered to England Netball and of reasonable out of pocket expenses legitimately incurred in carrying out the duties of any Member, officer or servant of England Netball.

## **MEMBERS OF ENGLAND NETBALL**

11. England Netball shall have two classes of Member:
  - (a) Personal: persons who play, coach, umpire, officiate or organise Netball or are in any

way connected with the game of Netball; and

- (b) Group: certain organisations specified in the Membership Regulations.

### **Personal Members**

12. Subject to Article 14, a Personal Member shall not be entitled to receive notice of, attend or speak at, general meetings of England Netball unless a representative or proxy appointed by a Voting Group Member.
13. The sub-categories of Personal Member shall be:
  - (a) Individual Member – any person who plays, coaches, umpires, officiates or organises Netball or is in any way connected with the game of Netball having paid the full subscriptions eligible. Individual members may associate themselves with Group Members.
  - (b) 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 national level.
14. An Honorary Life Member may, at the discretion of the Directors, receive a notice of general meetings. An Honorary Life Member is automatically entitled to join the Honorary Life Members Club, which itself not a member of a county or a region and joins England Netball directly.

### **Group Members**

15. Group Members shall be divided into ‘Voting Group Members’ and ‘Non-Voting Group Members’.
16. Voting Group Members shall be the members of England Netball for the purposes of the Act and as such shall be entitled to receive notice of, and to attend, speak and vote at general meetings.
17. Non-Voting Group Members shall enjoy the privileges and benefits set out in these Articles and the Membership Regulations but shall not be members for the purposes of the Act. Non-Voting Group Members shall be entitled to receive notice of, and to attend and speak at general meetings but shall not be entitled to vote.
18. The sub-categories of Voting Group Members, Non-Voting Group Members shall be set out in the Membership Regulations and shall be subject to approval in general meeting pursuant to Article 24(a).
19. No person shall become a Member of England Netball unless and until: (a) that person has completed an application for membership in such form as the Directors may prescribe; and (b) the application has been approved by the Directors in their absolute discretion.
20. The Directors may refuse to admit membership of England Netball to any person of whom they do not approve and shall not be under any obligation to give reasons for such refusal.
21. England Netball will maintain a register of Voting Group Members in accordance with its requirements under the Act, and shall maintain a record of all other Members.

22. Any Member may withdraw from membership of England Netball on seven days' clear notice to England Netball. Membership shall not be transferable and shall cease immediately on death or dissolution or on the failure of the Member to comply or to continue to comply with any condition of membership set out in these Articles or the Membership Regulations.
23. Subject to Article 24, the Directors may from time to time make, vary and revoke regulations relating to all aspects of Membership of England Netball including, without limitation, the rights, privileges and obligations of each sub category of membership.
24. The consent of a majority of Voting Group Members present (by proxy or by their corporate representative) and voting at a general meeting shall be required for: (a) any creation of, or variation to, the sub-categories of the Group Member category of England Netball. (b) any subscriptions payable by the Members where the proposed annual increase is higher than the Consumer Prices Index for the year ending three months before the month of the AGM (or 5% if lower).
25. It shall be the duty of the Directors, if at any time they shall be of the opinion that the interests of England Netball so require, by notice in writing sent by prepaid post to a Member's address, to request them to withdraw from membership of England Netball within a time specified in such notice. No such notice shall be sent except on a vote of the majority of the Directors present at a Directors' meeting and voting, which majority shall include one half of the total number of the Directors for the time being.
26. If, on the expiry of the time specified in such notice, the Member concerned has not withdrawn from membership by submitting written notice of their resignation, or if at any time after receipt of the notice requesting them to withdraw from membership the Member concerned shall so state in writing that they wish to present a statement in their defence, one of the following procedures shall be activated by the Directors:
  - (a) the matter shall be submitted to a properly convened and constituted meeting of the Directors. The Directors and the Member concerned whose expulsion is under consideration shall be given at least 14 days' notice of the meeting, and such notice shall specify the matter to be discussed. The Personal Member concerned or a representative of the Group Member concerned shall at the meeting be entitled to present their statement in defence either verbally or in writing. The Directors shall thereafter consider the statement in defence, and make a decision on the Member's membership, such decision to be carried if half, or more than half, of the Directors vote in favour. If a decision to terminate the Member's membership is carried, or if the Member or representative of the Member shall fail to attend the meeting without sufficient reason being given, they shall thereupon cease to be a Member and their name shall be erased from the record; or
  - (b) the Directors may, at their discretion, delegate the matter, and jurisdiction in respect of the matter, to a body of three independent individuals drawn from England Netball's Disciplinary and Appeals Panels Register, a minimum of one of whom shall be from within the Sport to consider the Member's case (a **Membership Panel**). The Membership Panel, one of whom shall be appointed Chair, shall be constituted and appointed by England Netball's Disciplinary Secretary, and shall aim to hear or consider the Member's statement in defence, as applicable, within 21 days of appointment. The procedure to which the Membership Panel shall operate shall be flexible and shall be at the discretion of the Chair of the Membership Panel, who may make such decisions as necessary to ensure the orderly and effective conduct of the process, subject to the overriding requirement of fairness. The Membership Panel shall be entitled to request further information and evidence from the Directors who made the request to withdraw under article 25 and/or the Member concerned (either in writing

or orally, as applicable) before making a determination on the Member's expulsion by majority decision and on the balance of probabilities.

27. The Individual Members, Voting Group Members and Non-Voting Group Members shall pay any subscription or membership fees set by the Directors and, if necessary, approved in accordance with Article 24(b).

### **LIABILITY OF MEMBERS**

28. The liability of Voting Group Members is limited and the liability of all other Members is nil.
29. Each Voting Group Member of England Netball undertakes to contribute to the assets of England Netball, in the event of the same being wound up while they are recorded as a fully paid Voting Group Member, or within one year after such Voting Group Member ceases to be a Member, for payment of the debts and liabilities of England Netball contracted before such Voting Group Member ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 (one pound).

### **GENERAL MEETINGS**

30. England Netball shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it. The annual general meeting shall be held for the following purposes:
- (a) to receive the audited annual financial statements from the Directors.
  - (b) to receive a report by the Directors containing a review of the operating activities of England Netball since the previous annual general meeting and England Netball's Annual Report.
  - (c) subject to the approval of the Nominations Committee, to announce the appointment of the Chair and the Chair of the Finance and Audit Committee and, also subject to the approval of the Nominations Committee, the election of any Nominated Directors in accordance with these Articles if a vacancy has arisen.
  - (d) to appoint England Netball's auditors.
  - (e) to authorise the Board to fix the remuneration of the auditors.
  - (f) to approve an increase in membership subscription or membership fees to be paid by Members, if required pursuant to Article 24(b); and
  - (g) to transact such other business as may be brought before it in accordance with these Articles or by law.
31. The Directors may call general meetings and, on the requisition of one-twentieth of the Voting Group Members, may be required to call a general meeting pursuant to the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or the Secretary may call a general meeting.

## **NOTICE OF GENERAL MEETINGS**

32. Any general meeting must be called by not less than 14 clear days' notice. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Voting Group Members having a right to attend and vote being a majority together holding not less than 90% of the total voting rights of all the Members.
33. Every notice shall contain a statement informing Voting Group Members of their rights with regard to the appointment of proxies, details required for the completion and return of proxy forms (48 hours before the scheduled start of the meeting) and the notification of their appointed representative at the meeting.
34. The notice shall be sent to all Voting Group Members pursuant to the Act. It shall also be sent to Non-Voting Group Members, England Netball's Auditors, Honorary Life Members, the President, the Chair, the Chair of the Finance and Audit Committee and the Directors of England Netball and shall specify the time and place of the meeting and indicate the general nature of such business to be transacted, together with the resolutions to be tabled as set out in the agenda and supporting memoranda and papers.
35. The notice shall, in the case of an Annual General Meeting, specify the meeting as such and shall be accompanied by the Annual Report, the audited annual financial statements for the accounting period<sup>[1]</sup> just ended (together with the Directors' and Auditors' Report) the name of the auditors to be appointed or reappointed and the name of each Director to be elected at the meeting. In the case of a meeting to pass a special resolution, the notice shall specify the details of each resolution to be considered and the intention to propose the resolution as a special resolution.
36. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **POSTAL/ELECTRONIC VOTING**

37. Before any general meeting of England Netball, the Board may determine that voting on any matter at that general meeting is to be by postal/electronic vote. If it does so determine, the Board shall decide how any postal/electronic vote is to be conducted, in what form the vote should be and the date by when the votes are to be received and by whom.
38. All votes shall be retained by the Secretary for such period of time as is prescribed by the Act.

## **PROCEEDINGS AT GENERAL MEETINGS**

39. No business shall be transacted at any meeting unless a quorum of 30 Voting Group Members is present by corporate representation or by proxy.
40. If such a quorum is not present within half an hour 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 the Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Voting Group Members present by corporate representation or by proxy shall be a quorum.
41. The President shall open general meetings and then hand over to the Chair to take the



chair at the meeting. If the Chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present shall elect one of their number, if willing to do so, to be Chair of the meeting and, if there is only one Director present and willing to do so, they shall be the Chair of the meeting.

42. If no Director is willing to act as Chair of the meeting, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Voting Group Members present by corporate representation or by proxy shall choose one of their number to be the Chair of the meeting and the appointment of the Chair of the meeting must be the first business of the meeting.
43. The Chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
44. The Chair of the meeting may at any time without the consent of the meeting adjourn any meeting (whether or not it has commenced or a quorum is present) either without fixing a day for the meeting or to another time or place where it appears to them that: (a) Members wishing to attend cannot be conveniently be accommodated in the place appointed for the meeting. (b) the conduct of persons present prevents or is likely to prevent the orderly continuation of business; or (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
45. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chair of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the Chair 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.
46. A resolution put to the vote of a meeting shall be decided by a show of hands on that resolution unless before the show of hands on that resolution, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded: (a) by the Chair of the meeting; or (b) by at least five Voting Group Members present by their corporate representative or by proxy.
47. A poll at a meeting shall be taken in such manner as the Chair of the meeting directs and they may appoint scrutineers (who need not be Members).
48. In the case of an equality of votes in a poll or a show of hands, the resolution is not passed.
49. A resolution in writing executed by or on behalf of each and every Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held.

## **VOTES OF MEMBERS**

50. Every Voting Group Member shall be entitled to send one representative or proxy to

general meetings who is entitled to represent them and exercise their rights at that meeting. On a show of hands every representative or proxy of a Voting Group Member shall have one vote.

51. 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 Chair of the meeting shall then and there decide that the error is of sufficient magnitude to affect such resolution or thing.
52. 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 Chair of the meeting whose decision shall be final and conclusive.
53. A Voting Group Member may only appoint either the Chair of the meeting or a named individual who provides proof of identity with address at the general meeting as its proxy. No person other than the Chair of the meeting may act as proxy for more than five Voting Group Members. The instrument appointing or revoking a proxy shall be in writing and must be received at the registered office not less than 48 hours before the time for holding the meeting or the adjourned meeting.
54. A Voting Group Member may instruct its proxy to vote for or against each specified resolution.
55. Unless otherwise specifically instructed the proxy may vote or abstain from voting as they think fit on each resolution.
56. The instrument of appointing a proxy shall be in writing executed by or on behalf of the appointed Voting Group Member, and shall be in the form prescribed by the Board from time to time.
57. If the Voting Group Member wishes to appoint someone other than the Chair of the meeting to be their proxy the name and address of the proxy must be clearly indicated.
58. No Voting Group Member shall be entitled to vote on a poll or show of hands, or to attend, speak or vote either in person or by or as a proxy at a general meeting unless all money due to England Netball at that time has been paid by the due date.

## **PRESIDENT**

59. The President may be appointed by the Board from time to time. A person so appointed shall hold office for a term of one year, after which such person shall retire but shall be eligible for reappointment by the Board for further terms of one year, save that no person may hold the role of President for more than five consecutive years. The President shall be entitled to receive notice of and attend all general meetings and may be invited to attend Board meetings. Unless they are also a Voting Group Member, the President shall not be entitled to vote at a general meeting and otherwise has such other rights and privileges as the Directors shall from time to time determine. The President shall not be entitled to vote at Board meetings.

## **DIRECTORS**

60. The Board shall be the ultimate decision making body, and the affairs and powers of England Netball shall be controlled by the Directors who may authorise all such acts

and the exercise of all such powers of England Netball by the Directors as may be required to give effect to the objects of England Netball, and which are not by statute or these Articles required to be done or exercised by England Netball in general meeting. In the absence of any expression to the contrary in the Articles or Membership Regulations, a matter shall be carried if supported by a simple majority of the Directors present and voting.

- (a) No Director may serve more than eight consecutive years on the Board save with the exception of (i) the Chief Executive, who may serve on the Board for the duration of their holding of the role of Chief Executive; or (ii) a Director who, in exceptional circumstances (for example to assist with succession planning) may serve for one additional year.

For the purposes of this Article 60A and Article 59: (i) when a Director has completed their maximum term of office, at least four years must elapse before they can be eligible to serve as a Director again; and (ii) a year in office, or a year break in office, for a Director shall be taken as the period between annual general meetings.

- (b) The Directors will establish an appropriate procedure so that annually the Directors, the Board and any committees will be individually and collectively appraised and evaluated to assess performance, and to ensure that the Directors, the Board and any committees possess the relevant skills, experience and knowledge pertinent to their role in furthering the objects and strategy of England Netball.

## **NUMBER OF DIRECTORS**

- 61. Subject to the right to co-opt a Director in accordance with article 67, the number of Directors shall be subject to a maximum of eleven but shall be not less than seven. With a co-opted Director the number of Directors shall be a maximum of twelve.

## **BOARD**

- 62. The Board shall comprise up to a maximum of three Nominated Directors; up to a maximum of seven Independent Directors (one of whom it shall designate as the Senior Independent Director) and the Chief Executive. The Chair and the Chair of the Finance and Audit Committee may be either a Nominated Director or an Independent Director, and both shall be appointed by the Board.

## **CHAIR, CHAIR OF THE FINANCE AND AUDIT COMMITTEE AND NOMINATED DIRECTORS**

- 63. Subject to Article 60 (a), each Nominated Director shall serve for a term of two years. At the annual general meeting corresponding with the end of a Nominated Director's term of office, that Nominated Director shall retire, but shall, subject to the approval of the Nominations Committee, be eligible for re-election in accordance with these Articles for further terms of two years, up to a maximum of eight years in total. Any Voting Group Member may nominate a person (who must be an Individual) to stand as a candidate for the post of Nominated Director (whether as a new appointment or re-appointment) on the form directed by the Board, which must be seconded by another Voting Group Member and signed by the nominee. A Voting Group Member may nominate or second only one candidate for each vacant post. The nominee must set out on the form full and accurate details as to how they fulfil the criteria for the post of a Nominated Director set by the Board. The completed form must be returned to the Secretary at England Netball's registered office not later than such date as the Board shall prescribe each year.

64. Except if approved by the Board no person shall be able to hold the post of Director if they are employed by England Netball whether on a permanent or fixed term contract, for over 15-hours-per week on average in any one year, provided that this prohibition shall not apply to the post of Chief Executive. The Board has the power by the Board for the post for which they are nominated.
- (a) The Directors shall decide which Director shall be appointed as the Chair, following an open recruitment process, and which Director shall be appointed as the Chair of the Finance and Audit Committee from time to time. Any such appointee shall hold the position of Chair or Chair of the Finance and Audit Committee (as the case may be) for a term of two years from and including the date of appointment, and at the end of such term may be reappointed by the Board for further terms of up to two years, up to a maximum of eight years, if the Board is satisfied that such person should be so reappointed following a full and thorough selection process. No person other than a Director may hold the position of Chair or Chair of the Finance and Audit Committee, and a person's position as Chair or Chair of the Finance and Audit Committee shall automatically terminate upon them ceasing to be a Director.

## **ELECTIONS TO THE BOARD**

65. Subject to all potential candidates nominated or put forward as Nominated Directors being reviewed by the Nominations Committee, and the Nominations Committee having a final right of approval in relation to such candidates:

if there are the same number of candidates nominated for any post as there are vacancies, such person shall be declared elected unopposed at the annual general meeting. If there are more candidates nominated for any post than there are vacancies, an election shall be held either by a postal or electronic ballot of Voting Group Members before, or by a vote at, the Annual General Meeting. The Directors shall have discretion as to which method is used.

66. The requisite number of candidates recording the highest number of votes in the postal or electronic ballot or on the vote at the meeting (as the case may be) shall be declared elected at the annual general meeting to fill any vacancies that have arisen. As set out in Article 63, any person elected to the Board in accordance with these Articles 63 to 66 inclusive shall serve for a term of two years from that Annual General Meeting and shall be eligible for re-election for further terms of two years, but may only serve up to a maximum of eight years, that being four consecutive terms of two years each on the Board. In accordance with 60 (a) (i) four terms will be deemed to be consecutive if there are fewer than four years between them. As set out above, the nomination of a Nominated Director, and the election of a Nominated Director will at all times be subject to the approval of the Nominations Committee, and without such approval a person nominated as a Nominated Director shall not be capable of being elected to the Board.

## **INDEPENDENT DIRECTORS**

67. The Directors shall decide who shall be appointed as the Independent Directors 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 Directors to provide the Board with an appropriate range and balance of skills, knowledge, equality and diversity to fulfil and discharge its responsibilities. Any such Directors shall hold office for two years from and including the date of appointment and at the end of such term may be reappointed by the Board for further terms of up to two years, up to a maximum of eight years, that being four consecutive terms of two years each

on the Board. In accordance with 60 (a) (i) four terms will be deemed to be consecutive if there are fewer than four years between them. Notwithstanding the above provisions in this Article 67, the Board (acting by a majority) may remove a Director from office before the expiry of their term to ensure the relevant balance of skill sets is present on the Board.

For the avoidance of doubt, the Board shall also have the right to co-opt a Director on a temporary basis, outside of the appointment process, if it is deemed necessary to ensure that the Board has the skills and/or experience to fulfil its role. The Board shall determine how long the co-opted Director remains on the Board, albeit this period shall be limited to a year, at which point the co-opted Director must be formally appointed if they are to remain on the Board. The co-opt Director's voting rights will be decided by the Board at the time of the appointment.

## **DELEGATION OF DIRECTORS' POWERS AND COMMITTEES**

68. The Board shall maintain a finance and audit committee, and the Nominations Committee. The Directors may also delegate any of their powers to any other committee, as deemed necessary. They may also delegate to any Director holding any executive office such of their powers as they consider desirable, to be exercised by them. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors, so far as they are capable of applying, together with relevant terms of reference.

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

69. Without prejudice to the provisions of section 168 of the Act, the Voting Group Members may by ordinary resolution remove any Director before the expiration of their period of office, and may by an ordinary resolution appoint another suitably qualified person in their stead provided that (i) this appointment does not lead to more than three Nominated Directors being on the Board; (ii) any Independent Director is replaced by another Independent Director; and (iii) all replacements are ultimately subject to the approval of the Nominations Committee. Any person so appointed shall retain their office so long only as the Director in whose place they are appointed would have held the same if they had not been removed.
70. If the role of Chair or Chair of the Finance and Audit Committee becomes vacant, the Directors may appoint a Director who is willing to fill either of these roles as a casual vacancy. A Director so appointed shall hold office until the Director they have replaced was due to retire but shall, subject to article 60 (a) be eligible for re-appointment.
71. If the Chair, Chair of the Finance and Audit Committee or Director is not re-appointed, they shall retain office until the meeting appoints someone in their place, or if it does not do so, until the end of the meeting.

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

72. A Director shall be automatically removed from office if:
- (a) they cease to be a Director by virtue of any provision of the Act or they become prohibited by law from being a Director; or

- (b) they become bankrupt or makes any arrangement or composition with her creditors generally; or
- (c) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (d) they resign their office by notice to England Netball; or
- (e) they shall have been absent for more than three consecutive Board meetings without justifiable reason being accepted by the other members of the Board and the Directors resolve that their office be vacated; or
- (f) they are removed from office by a resolution duly passed pursuant to section 168 of the Act; or
- (g) in the case of an Nominated Director, they cease to be a Member; or
- (h) they are requested to resign by all the other Directors acting together.

### **DIRECTORS' EXPENSES**

73. The Directors shall be reimbursed in accordance with the rates determined by the Board from time to time all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or otherwise in connection with the discharge of their duties as directed by the Board.

### **DIRECTORS' APPOINTMENTS AND INTERESTS**

74. Subject to the provisions of the Act, and save for the Chief Executive, no Director shall enter into any agreement with England Netball for their permanent or fixed term employment by England Netball or for the provision by them of any services outside the scope of the ordinary duties of a Director for more than 15 hours-per-week. Any such appointment, agreement or arrangement may be made upon such terms as the Directors determine and they may remunerate any such Director for their services as they think fit. Any appointment of a Director to an executive office shall terminate if they cease to be a Director but without prejudice to any claim for damages for breach of the contract of service between the Director and England Netball.
75. It is the responsibility of the Chair to proactively address and manage conflicts of interest amongst the Directors. Subject to the provisions of the Act, and provided that they have disclosed to the Directors the nature and extent of any material interest, and the matter has been authorized by the Directors, a Director, notwithstanding their office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with England Netball or in which England Netball is otherwise interested.
  - (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by England Netball or in which England Netball is otherwise interested; and
  - (c) shall not, by reason of their office, be accountable to England Netball for any benefit which they derive from any such office or employment or from any such transaction or

arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

76. For the purposes of these Articles: (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect them to have knowledge shall not be treated as an interest of theirs.
77. The Directors may authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an 'Interested Director') breaching their duty under section 175 of the Act to avoid conflicts of interest.
78. Any authorisation under Article 77 will be effective only if: (a) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and (b) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
79. Any authorisation of a conflict under Article 77 may (whether at the time of giving the authorisation or subsequently):
  - (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
  - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the conflict;
  - (c) provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the conflict; and
  - (d) impose upon the Interested Director such other terms for the purposes of dealing with the conflict as the Directors think fit.
80. The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
81. A register of Directors' interests shall be maintained by England Netball

## **PROCEEDINGS OF DIRECTORS**

82. The Directors shall be entitled to receive notice of all general meetings and shall be entitled to attend and speak at such meetings but shall not be entitled to vote at such meetings (unless they are a duly appointed representative of a Voting Group Member).
83. Subject to the provisions of these Articles, the Directors may regulate their proceedings as they think fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Directors. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the

meeting shall be entitled to a casting vote in addition to any other vote they may have.

84. Any Director may participate in a meeting of the Board, or of a committee of Directors, by way of video conferencing or conference telephone or similar equipment which allows every person participating to hear and speak to one another throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the Chair, or, as appropriate, the Chair of the meeting is.
85. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Articles or the Membership Regulations. The quorum for the transaction of the business of the Directors shall be five Directors.
86. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
87. The Chair shall be the Chair of the Board. Unless they are unable or unwilling to do so, the Chair shall preside at every meeting of Directors at which they are present. But if there is no person holding that office, or if the Chair is unable or unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chair of the meeting.
88. All acts carried out by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
89. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
90. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.
91. England Netball may, by ordinary resolution, suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or of a committee of Directors.
92. Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with England Netball or any body corporate in which England Netball is interested the proposals may be divided and considered in relation to each Director separately and (provided they are not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning their own appointment.
93. If a question arises at a meeting of Directors or of a committee of Directors as to the



right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the Chair of the meeting and their ruling in relation to any Director other than themselves shall be final and conclusive.

94. A decision is taken at a Directors' meeting by a simple majority of the votes of the participating Directors,
95. Each Director participating in a Directors' meeting has one vote.

## **CHIEF EXECUTIVE**

96. The Board shall appoint the Chief Executive who shall hold office on such terms and for such period as the Board may direct from time to time. The Chief Executive shall be a Director. Any person who ceases to be the Chief Executive shall automatically be deemed to have resigned from the Board and if the Chief Executive ceases to be a Director they shall ultimately cease to be the Chief Executive.

## **EMPLOYEE OF ENGLAND NETBALL**

97. Any person in the employment of England Netball on a permanent or fixed term contract where they are employed for over 15 hours-per-week, cannot be a member of the Board. For reasons of clarity this expressly excludes the Chief Executive and any Director that carries out services for England Netball on a casual basis.

## **SECRETARY**

98. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

## **WORKING GROUPS**

99. The Board shall establish such working groups or other committees on such terms of reference and with such powers and duties as the Board thinks fit from time to time.

## **MINUTES**

100. The Directors shall cause minutes to be made in books kept for the purpose:
  - (a) of all appointments made by the Directors; and
  - (b) of all proceedings at general meetings of England Netball and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **THE SEAL**

101. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any

instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director.

## **ACCOUNTS**

102. The Directors shall cause accounting records of England Netball to be kept in accordance with the Act and any regulations made pursuant thereto (or as the same may be hereafter amended or altered). No Member shall (as such) have any right of inspecting any accounting records or other book or document of England Netball except as conferred by statute or authorised by the Directors or by ordinary resolution of England Netball. Once at least in every year the accounts of England Netball shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more appropriately qualified auditor or auditors. Auditors shall be appointed and their duties regulated in accordance with the Act.

## **NOTICES**

103. Any notice to be given to or by any person pursuant to the Articles shall be in writing to the Member's postal address or electronically by email to that person's email address, except that a notice calling a meeting of the Directors need not be in writing.
104. Subject to the Voting Group Members' consent, England Netball may give any notice to any person by publishing such notice on the England Netball website. The person intended to receive notice will be notified, either in writing or electronically, by England Netball of the details of the website where the document is available and details of how it can be accessed.
105. A Voting Group Member present by its representative or by proxy at any general meeting of England Netball shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
106. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or the electronic communication has been sent.

## **REGULATIONS, STANDING ORDERS, PROCEDURES AND BYELAWS**

107. The Board shall have the power to make, vary and revoke regulations, mechanisms, procedures, terms of reference, standing orders and byelaws for the better administration of England Netball, including (without limitation):
- (a) Regulations to combat doping in netball and to ensure compliance with national and international regulations relating to doping control.
  - (b) Regulations dealing with disciplinary offences of Members and Netball competitions.
  - (c) Terms of reference for the Working Groups and any other committee approved by the Directors.
  - (d) Regulations relating to the playing of the game of netball.
  - (e) Recognising and approving authorised forms of the game of Netball in England.
  - (f) Regulations dealing with the membership of England Netball.
108. The Members shall be bound by, subject to and shall act in accordance with these

Articles, the Membership Regulations, codes of conduct, the Disciplinary Regulations, procedures, byelaws and the Rules of the Game and any standing orders, decisions, rulings or other findings or orders of any nature made pursuant to any regulations or the Rules of the Game.

## **INDEMNITY**

109. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer or auditor of England Netball shall be indemnified out of the assets of England Netball against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of England Netball.

## **DISSOLUTION**

110. If, upon the winding-up or dissolution of England Netball, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of England Netball but shall be given or transferred to some other organisation or organisations having objects similar to the objects of England Netball and which further and develop amateur sport and which shall prohibit the distribution of its or their income and property to an extent as least as great as is imposed on England Netball under or by virtue of this Article. Such organisation or organisations to be determined by Voting Group Members of England Netball at or before the time of dissolution and insofar as effect cannot be given to such provisions then to some charitable object.