

## ARTICLES FOR WELSH NETBALL

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

### ARTICLES OF ASSOCIATION

of the **WELSH NETBALL ASSOCIATION : CYMDEITHAS PÊL-RWYD CYMRU**

[as adopted by a resolution dated 24<sup>th</sup> February 2007]

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
The Act	The Companies Act 1985
The Memorandum	The Memorandum of Association of the Association
These Articles	These Articles of Association
The Association	The above named Company
The Byelaws	The Byelaws of the Association made by the Board of Directors in accordance with Article 43
The Board of Directors	The Board of Directors for the time being of the Association
Member	Any person or organisation that is registered as a member of the Association in accordance with the Byelaws of the Association.
Playing Member	A Member of the Association as defined in Article 5.1
Non-Playing Member	A Member of the Association as defined in Article 5.2
Honorary Life Member	A Member of the Association as defined in Article 5.5.4
Non-Voting Member	A Member of the Association as defined in Article 5.5
Area Association	The representative body of a group of clubs/schools within an area as defined by the Association which is subordinate to the Association
The Office	The registered office of the Association
The game	The game of Netball
Netball	The game of Netball
The Seal	The Common Seal of the Association
Month	Calendar Month
The Statutes	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

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And words importing the singular number only shall include the plural number and vice versa:

Words importing the feminine gender only shall include the masculine gender; and

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

### **OBJECTS**

2. The Association is established for the expressed purposes in the Memorandum of Association.

### **MEMBERSHIP AND MEMBERS' RIGHTS**

3. For the purposes of registration the number of Members of the Association is declared to be unlimited.
4. The provisions of Section 352 of the Act or any statutory modification or re-enactment thereof shall be observed by the Association and every Member (not having subscribed to the Memorandum and Articles of Association) shall comply with such membership application procedures and formalities, if any, as the Board of Directors may from time to time determine and as provided in these Articles.
5. The Members of the Association and the rights of each Member shall consist of:

#### **5.1. Playing Members**

A Playing Member is a Member who plays Netball. A Playing Member is eligible to serve as an Officer or as a member of a Committee of the Association, stand for an elected position within the Association and is entitled to attend, speak and vote at General Meetings of the Association once that Playing Member has attained the age of 18 years or above.

#### **5.2. Non-playing Members**

A Non-playing Member is a Member who Coaches, Umpires or organises Netball or who is in any way concerned or connected with the game of Netball but does not at any time play Netball. A Non-playing Member is eligible to serve as a member of a Committee of the Association, stand for an elected position within the Association and is entitled to attend, speak and vote at General Meetings of the Association once that Non-playing Member has attained the age of 18 years or above.

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### 5.3. Individual Schools/Colleges/Universities

A School, College or University shall be eligible for registration as one Member and shall be entitled to send one representative aged 18 years or above to attend, speak and have one vote at General Meetings of the Association.

### 5.4. Area Association

Any Area Association as defined by the Board of Directors shall be eligible for membership of the Association and shall be entitled to send one representative aged 18 years or above to attend, speak and have one 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;

5.5. The following shall be eligible for Non-voting Membership of the Association subject to the approval of the Board of Directors at its discretion.

5.5.1. any company, association or sports club in Wales with an interest in Netball;

5.5.2. any person, club, college or university in a country or state where no National Netball Association exists;

5.5.3. any Junior Netball Club player who is a member of a Junior Netball Club in Wales established for players under statutory school leaving age;

5.5.4. Honorary Life Member

5.6 Honorary Life Membership of the Association may be conferred by the Board of Directors and ratified at an Annual General Meeting (by a simple majority of those Members in attendance that are entitled to vote) upon any person who has rendered special service to the Association with such rights and privileges as the Board of Directors may from time to time determine. Honorary Life Membership while conferring the right to attend General Meetings of the Association will not of itself entitle a person to vote at General Meetings of the Association. If the Honorary Life member is also a Netball player, Netball coach or Netball umpire, the Association will pay the insurance fee for the insurance policy required for the Honorary Life Member to perform her playing, umpiring or coaching role within the jurisdiction of the Association.

6. Each class of Members shall have such rights and obligations as are contained in the Memorandum and these Articles and in the cases of non-voting Members and Honorary Life Members as the Board of Directors shall from time to time determine.

7. All Members and any person agreeing to become and having been accepted as a Member of the Association shall be deemed to have agreed to be bound by these Articles and the Memorandum of Association whether or not a written statement shall have been signed to that effect.

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8. Every member shall send to the Association Office the name and address to whom all communications are to be sent, and shall keep the Association informed of any change in the name and/or address of such representative.

### **9. MEMBERSHIP FEES AND REGISTRATION**

- 9.1. Each member (other than Honorary Life Members) shall pay an annual membership fee towards the expenses of the Association and for the benefits it provides. The scale, rate due, dates and amounts of all such membership fees shall be fixed and agreed annually by the Board of Directors and ratified at the Annual General Meeting of the Association.
  - 9.2. A proposed Member (one never previously affiliated) may be accepted as a Member at any time on payment of the annual fee. (Subject to Article 4 and subject always to the absolute discretion of the Board of Directors to reject any application for membership if the Board of Directors has a reasonable opinion that rejecting such an application is in the best interests of the Association).
  - 9.3. A Member in arrears of membership fee in any year shall be liable to be removed from the list of Members provided that it shall be in the discretion of the Board of Directors to restore the Member's name and membership rights on payment of the arrears due.
  - 9.4. A Member may resign as a Member on giving written notice to the Association Office at any time.
10. Any refusal or neglect by any Member to comply with the Memorandum of Association or these Articles or who fails to abide by the terms of any agreement relating to Members or the provision of facilities entered into by the Association or is guilty of committing conduct considered by the Board of Directors in its discretion to be disgraceful or prejudicial to the interests of the Association or the game of Netball shall render the Member concerned liable to suspension or expulsion from the Association on the passing of a resolution to that effect by the Board of Directors subject to the provisions of Article 13. Any Member suspended or expelled under these Articles shall forfeit all rights in, and claims upon, the Association or its property.
  11. The rights and liabilities of Members shall not be transferable.

### **DISCIPLINARY POWERS, PROCEDURES AND APPEALS**

12. The Board of Directors shall have power to:
  - 12.1. discipline in such manner as the Board of Directors thinks fit (but subject to Article 13) a Member who has been guilty of conduct considered by the Board of Directors to be disgraceful or prejudicial to the interests of the Association or the game of Netball or in breach of the Memorandum of Association or these Articles. The power to discipline shall include power to suspend or remove a Member from Membership of the Association.

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

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12.2. appoint and constitute a Disciplinary Committee; and

12.3. make such terms of reference and regulations as it considers necessary for the conduct and proceedings of such Disciplinary Committee

13. A Member who has been the subject of disciplinary action by the Board of Directors has the right to appeal to the Independent Appeal Committee as defined in the Byelaws of the Association. The Independent Appeal Committee may affirm, vary or rescind any action decided by the Disciplinary Committee and or the Board of Directors, substitute thereto for any other decision as it in its absolute discretion, considers appropriate.

## **OFFICERS OF THE ASSOCIATION**

14. The Officers of the Association shall be:

14.1 the President;

14.2 the Vice Presidents;

14.3 the Chairman;

14.4 the Vice Chairman;

14.5 the Board of Directors.

## **THE PRESIDENT**

15. The President shall:

15.1 be a Member;

15.2 be elected at the Annual General Meeting (by a simple majority rule);

15.3 hold office for a period of four years (retiring at the Annual General Meeting held on the fourth year of office);

15.4 be eligible for re-election after holding a period of office;

15.5 not automatically be a member of the Board of Directors and have no vote on the Board of Directors (subject to the right for any person who is the President to have the right to seek election to the Board of Directors independently of any standing as President and in accordance with these Articles);

15.6 attend Board Meetings at the request of the Board of Directors;

15.7 have the right to speak at all meetings of the Association in an orderly manner and upon obtaining leave of the chair of that meeting (such leave not to be unreasonably withheld).

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16. All nominations for the Presidency must be made by a Member that has voting rights attached to their membership. The nomination must be seconded by another Member with the aforementioned voting rights. The nominator and the seconder must submit their nomination (together with the nominee's written consent) on the Association's approved application form from time to time. The nomination must be received by the Company Secretary at least six calendar weeks before the date of the Annual General Meeting in which the election of the President is to take place. The Company Secretary will confirm receipt of valid nominations in writing to the nominator as soon as reasonably practicable after such receipt.

### **VICE PRESIDENTS**

17. The Vice Presidents shall:
  - 17.1 be Members;
  - 17.2 not be greater than two in number at any one time;
  - 17.3 be elected at the Annual General Meeting (by a simple majority rule);
  - 17.4 hold office for four years (retiring at the Annual General Meeting held on the fourth year of office);
  - 17.5 be eligible for re-election after holding a period of office;
  - 17.6 not automatically be a member of the Board of Directors and have no vote on the Board of Directors (subject to the right for any person who is a Vice President to have the right to seek election to the Board of Directors independently of any standing as Vice President and in accordance with these Articles);
  - 17.7 attend Board Meetings at the request of the Board of Directors;
  - 17.8 have the right to speak at all meetings of the Association in an orderly manner and upon obtaining leave of the chair of that meeting (such leave not to be unreasonably withheld).
18. All nominations for a Vice Presidency shall be made in accordance with and be subject to the same requirements laid down for nominations for the Presidency in Article 16.

### **THE CHAIRMAN AND VICE CHAIRMAN**

19. The Chairman and the Vice Chairman shall:
  - 19.1 be Members;
  - 19.2 be elected at the Annual General Meeting (by a simple majority rule);
  - 19.3 form part of the Board of Directors;
  - 19.4 be eligible for re-election

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20. All nominations for Chairman and Vice Chairman shall be made in accordance with and be subject to the same requirements laid down for nominations for the Presidency in Article 16.
21. The Chairman shall hold office for four years, retiring at the Annual General Meeting held on the fourth year of office (save for the election of the Chairman due in 2007 which shall be for a period of three years only).
22. The Vice Chairman shall hold office for two years, retiring at the Annual General Meeting held in the second year of office.
23. In the event of a vacancy for the position of Chairman prior to the ending of a period of office, the Board of Directors shall determine that one member of the Board of Directors shall be Chairman until the next election for a new Chairman can be held at the next due Annual General Meeting. If no majority decision can be reached by the Board on this issue, the President shall be entitled to have the casting vote (for the avoidance of doubt, this casting vote shall be in addition to any other vote that the President may have had as a Director).

## **THE BOARD OF DIRECTORS**

24. The business of the Association shall be managed by the Board of Directors and shall consist of:-
  - 24.1 the Chairman;
  - 24.2 the Vice Chairman;
  - 24.3 the Company Secretary;
  - 24.4 no more than three Members elected in accordance with these Articles;
  - 24.5 no more than two competency based Directors appointed in accordance with these Articles.
25. Until otherwise determined by the Association in General Meeting, the minimum number of Directors shall be not less than three and no more than eight.
26. The Members elected to the Board of Directors, shall be elected by the Members at an Annual General Meeting and nominations for Members to be elected to the Board shall be made in accordance with and be subject to the same requirements laid down for nominations for the Presidency in Article 16. The elected Members' term of office shall be three years and they shall be entitled to stand for re-election.
27. The competency based Directors appointed to the Board of Directors shall be appointed by a selection panel composed of the Chairman, one Director, the Company's Chief Executive Officer and two Members that are not on the Board of Directors. A competency based Director must be a Member or agree to become a Member prior to appointment. The competency based Directors term of office shall be for two years and she shall be entitled to stand for re-appointment.
28. The Board of Directors shall have power to invite any person it wishes to attend any meeting of the Board of Directors in an advisory capacity but without power to vote thereat.

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29. Four members of the Board of Directors having the right to vote shall form a quorum at meetings of the Board of Directors.
30. The Members for the time being of the Board of Directors may act notwithstanding any vacancy in their body.
31. If the members of the Board of Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board of Directors for the purpose of filling up vacancies in their body, or of summoning a General Meeting.
32. The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate by standing orders and/or Byelaws or in any other way their meeting as they think fit.

## **THE COMPANY SECRETARY AND SALARIED STAFF**

33. The Chief Executive shall act as the Company Secretary of the Association for all purposes of the Statutes.
34. The appointment of other salaried staff of the Association shall be the responsibility of the Staff Management Committee.

## **GENERAL MEETINGS**

35. The Association 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 Board of Directors, and shall specify the meeting as such in the notice calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
36. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
37. The Board of Directors may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened, on such requisition as is provided in Section 368 of the Act or within forty-two days of the receipt of a requisition by not less than Twenty Five Members entitled to vote at Annual General Meetings of the Association. Such requisition shall state the object of the Meeting and any resolution or motion to be proposed thereat and shall be signed by all twenty five Members requisitioning the meeting.
38. Twenty one days notice in writing at the least of every Annual General Meeting and of every other Extraordinary General Meeting (exclusive in every case both of the day for which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting and in the case of special business the nature of that business, together with a copy of the Agenda, the Annual Report and a Statement of Accounts, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or the Byelaws of the Association or under the Statutes entitled to receive such notices from the Association.
39. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding held at any meeting.

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### **PROCEEDING AT GENERAL MEETINGS**

40. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, the presentation for approval of the report of the Board of Directors and of the Auditors, the receipt of the result of the election of Officers by ballot, and the appointment of the Auditors. At all General Meetings only the business notified in the agenda accompanying the notice shall be transacted. Amendments must be kept within the terms of the motion and the Chairman of the Meeting shall have the power to refuse any amendment which substantially alters the intention of the motion.
41. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided twelve voting Members present by representative or by proxy shall be a quorum.
42. If within half an hour from the time appointed for the holding of an Extraordinary General Meeting a quorum is not present, the meeting, if convened on the requisition of voting Members, shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Chairman of the Meeting and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for holding the Meeting the Members present and entitled to vote shall be a quorum.
43. The President or in her absence the Chairman of the Association shall preside as Chairman at every General Meeting, but if there be no such person present within fifteen minutes after the time appointed for holding the same or if all such persons present shall be unwilling to preside, the Members present shall choose some Member who shall be present to preside.
44. The Chairman of the Meeting may, with the consent of any such 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

### **VOTING AT GENERAL MEETINGS**

45. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded. Unless a poll is taken, the declaration of the result of a show of hands by the Chairman of the Meeting shall be final. In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second and/or casting vote.
46. A poll may be demanded by the Chairman of the Meeting
47. A poll shall be taken forthwith unless the Chairman of the Meeting shall decide that the matter should be dealt with by postal ballot. Any other business on the agenda may be

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proceeded with whilst awaiting the result of a poll, provided that the business does not bear any relation to the subject of the poll. The procedures for taking a poll shall be decided by the Chairman of the Meeting at which the poll is demanded.

48. Each Member entitled to vote under these Articles, shall have one vote at each General Meeting of the Association. No other category of Member (save for Honorary Life Members) shall be entitled to attend any General Meeting and shall not be entitled to vote thereat.
49. Each Member entitled to vote under these Articles shall be entitled to appoint any other Member entitled to vote under these Articles as their proxy to speak and vote for them at each General Meeting. The instrument of proxy shall be in the following form:-
  - 49.1 "I/We ..... of ..... hereby appoint the Chairman of the Meeting, or failing her ..... to be my/our proxy to vote and speak for me/us at the (Annual/Extraordinary) General Meeting of the Association to be held on ..... at ..... and at any adjournment thereof. Signed..... Dated....."
  - 49.2 A person appointing and entitled to appoint a proxy may add specific instructions as to how the proxy shall vote on named motions appearing on the agenda and if she desires a person other than the Chairman of the Meeting to be the proxy she may strike out the words "Chairman of the Meeting or failing her" and insert the proxy's name. The instrument of the proxy must be lodged with the Association Office at least two clear days before the General Meeting.
50. No member shall be entitled to vote in a poll, or to attend, speak or vote either in person or by or as a proxy at a General Meeting unless all moneys due to the Association by her or it at the time has been paid.

### **SEAL**

51. The Board of Directors shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Board of Directors and in the presence of one member of the Board of Directors and the Chairman, or two members of the Board of Directors. Every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

### **DISQUALIFICATION OF MEMBERS OF THE BOARD OF DIRECTORS**

52. The office of a member of the Board of Directors shall be vacated:
  - 52.1 If a receiving order is made against her or she makes any arrangements or composition with her creditors.
  - 52.2 If by notice in writing to the Association she resigns her office.
  - 52.3 If she becomes prohibited from holding office by reason of any Court Order made under the statutes.
  - 52.4 If she is removed from office by a resolution duly passed pursuant to Section 303 of the Act.

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- 52.5 If she shall for more than six consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolved that her office be vacated.
- 52.6 If she is removed from office by resolution duly passed at a General Meeting.
- 52.7 Section 293 of the Act shall not apply.

## **COMMITTEES**

- 53. The Board of Directors may constitute, establish or appoint such Committees and/or working groups as it may deem necessary and may delegate to any such Committee such of the power and duties of the Board of Directors as it may think fit. The terms of reference, powers, duties and administration of such Committees shall be directed by the Board of Directors, changes to the aforesaid Committees may be made by the Board of Directors from time to time.
- 54. All acts bona fide done by any meeting of the Board of Directors or by any Committee of the Association, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board of Directors, or other Committee as the case may be.

## **ACCOUNTS**

- 55. The Board of Directors shall cause accounting records of the Association to be kept in accordance with Section 221 of the Act (or as the same may be hereinafter amended or altered)
- 56. Accounting records shall be kept at the Office, or subject to section 222 of the Act, at such other place or places as the Board of Directors shall think fit.
- 57. At the Annual General Meeting in every year the Board of Directors shall lay before the Association a proper income and expenditure account for the period since the last preceding account together with proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provision of Sections 240 and 246 of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

## **AUDIT**

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58. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
59. Auditors shall be appointed and their duties regulated in accordance with Section 389 of the Act.

## **NOTICES**

60. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at its registered address as appearing in the Register of Members.
61. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served, shall be entitled to have notices served at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notice from the Association.
62. Any notice, if served by post, shall be deemed to have been served two days following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

## **DISSOLUTION**

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

## **INDEMNITY**

64. Subject to the provisions of the Act, these Articles and the Memorandum of Association of the Association, every member of the Board of Directors and its Committees, the Chairman and the holder of any office of the Association 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.

## **BYELAWS**

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

## **ARBITRATION AND MATTERS NOT PROVIDED FOR**

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