



## Kent Netball Constitution

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Group Owner	KNMC
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Applicable for	This policy is mandatory.
Summary	This policy provides information on Kent Netball's Constitution. A copy of this policy will be given to all KNMC members upon their election/appointment and to all relevant volunteers as part of their induction.

### Version control

Person Responsible	Version and summary of changes	Date
Dawn Cox	Previous KN Constitution was last revised in 2011. First Version in new format following wide ranging review. Kent Netball Constitution_v1.0	01/05/21

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## Abbreviations

AGM	Annual General Meeting of Kent Netball
EN	England Netball
INF/IFNA	The International Netball Federation (INF), formerly the International Federation of Netball Associations (IFNA), is the worldwide governing body for Netball.
KN	Kent Netball
KNMC	Kent Netball Management Committee
L&SE	London and South East
RMB	Regional Management Board

## **1. Name**

The County Association shall be called Kent Netball Association (Kent Netball/KN).

KN operates as an autonomous member body of the All England Netball Association (AENA/EN).

The County shall be the geographical area as defined by the County Boundaries in clause 4.1.

This Constitution is the governing document of KN. It applies to all members of KN and provides the framework for the Kent Netball Management Committee (KNMC) and its Subcommittees.

## **2. Vision and Mission Statement**

2.1 KN's vision is to create high-profile, high-quality, extensive and inclusive netball opportunities throughout the County.

2.2 KN's mission is to advance the delivery of netball in the County through excellence in governance. Establishing netball as a leading 'sport for life' in the County by providing easy access to the EN development pathways, supporting Registered Member Leagues, and valuing volunteers. Promoting inclusion and respect as well as inspiring commitment, teamwork, and achievement. Nurturing talent whilst challenging, encouraging, and empowering the members. Governing beyond expectations.

## **3. Objects**

3.1 To ensure robust governance procedures and high operational standards are in place by adopting the rules and regulations laid down by the INF along with the regulations and governance laid down by EN.

3.2 To elect/nominate/appoint representatives from the County to serve on regional committees and advisory groups. To act as an advocate for netball and as a voting member of the L&SE RMB and EN.

3.3 To coordinate, within the national and regional strategic framework, the implementation and monitoring of the Kent Netball County Plan.

3.4 To promote, encourage and enable the growth and development of netball within the County. To provide leadership with integrity whilst upholding the game's core values of teamwork, respect, enjoyment, achievement and fun. Furthermore, to value volunteers and to recognise individual and collaborative success.

3.5 To organise and deliver County programmes of competitions and events, to arrange technical courses and assessments.

3.6 To promote the delivery of netball within the County in a safe, equitable and inclusive manner.

3.7 To keep an aspirational and strategic watching brief on netball facilities in the County to support delivery of netball, anticipating need and being ready for change.

3.8 To raise funds, charge such fees and offer such rights and privileges as may be determined from time to time by KN.

3.9 To operate bank account(s) in the name of the Kent Netball; manage KN resources in an effective and efficient manner whilst overseeing the achievement of targeted annual objectives.

3.10 To do all such other lawful things as are considered by the KNMC to further the interests of netball in the County or to be incidental or conducive to the attainment of the above objects.

## 4. Jurisdiction

- 4.1 The geographical boundaries of KN (County Boundaries) shall include the county of Kent and the London Boroughs of Bexley, Bromley, Greenwich and Lewisham.

## 5. Membership

- 5.1 KN shall be a member of England Netball and the London & South East Region Netball Association.

Membership to KN is via England Netball and is not transferable.

Upon payment of the annual KN Membership Fee, the members of KN shall be:

Voting members:

- 5.1.1 Each Registered Member League situated within the County Boundaries.
- 5.1.2 All Member Clubs of KN.
- 5.1.3 All Member Schools situated within the County Boundaries and paying the higher rate school's Membership Fee.
- 5.1.4 Kent Netball Honorary Life Members.

Non-voting members:

- 5.1.5 All individual members.
- 5.2 KN may confer Honorary Life Membership on any person who has given special or outstanding service to KN at their discretion.
- 5.3 KN reserves the right to refuse, suspend or terminate membership as outlined in England Netball's Membership Terms and Conditions.

## 6. Kent Netball Management Committee

- 6.1 The Kent Netball Management Committee (KNMC) shall have the power to act as required to achieve the Objects and is responsible for the management of KN.

- 6.2 The KNMC shall comprise the following voting members:

Appointed Honorary Officer

- President

Elected Honorary Officers

- Chairperson
- Vice-Chairperson
- Treasurer
- Secretary.

Elected Members

- Coaching Secretary
- Communication Secretary
- Competition Secretary
- Hospitality Officer
- Officiating Lead
- Membership Secretary
- Performance Lead
- Registered Member Leagues Secretary

- Schools Secretary
- Member with unspecified role, maximum three (3).

#### Appointed Members

- Disciplinary Secretary
- Equality, Diversity and Inclusion (ED&I) Officer
- Safeguarding Officer
- Youth Representative.

Plus, the following non-voting member:

- Kent & SE London Netball Development Officer.

The roles and responsibilities of the KNMC voting members shall be documented in the Kent Netball Role Descriptions.

- 6.3 The KNMC shall determine and be responsible for the application of Kent Netball Recruitment Policy.
- 6.4 All appointed/elected members of the KNMC must be members of EN via Kent Netball, throughout their term on the KNMC.
- 6.5 All elected members of the KNMC may serve for two years and may offer themselves for re-election at the AGM at the end of that term.
- 6.6 All appointed members will be made by a decision of the KNMC and may serve for two years and may offer themselves for re-appointment at the end of that term.
- 6.7 Recruitment to the KNMC will be made against the skills required to deliver the Vision and Objects of KN and will be carried out in accordance with the Kent Netball Recruitment Policy.
- 6.8 The Honorary Officers may co-opt a maximum of 2 members in a non-voting capacity to fill any vacancies that occur during the year. If this involves filling an elected position, then it will be on an interim basis and that person may offer themselves for election at the next AGM following their appointment.
- 6.9 A person will no longer be a member of the KNMC, and the position shall be vacated if she/he:
- 6.9.1 resigns the post by giving notice to the Chairperson; or
  - 6.9.2 is absent for more than three consecutive KNMC meetings, without justifiable reason being accepted by the Honorary Officers and the Honorary Officers resolve that her/his position be vacated; or
  - 6.9.3 is required to resign by a majority vote of all other persons on the KNMC; or
  - 6.9.4 becomes incapable, by reason of mental disorder, illness or injury, of managing her/his own affairs; or
  - 6.9.5 discloses an unspent conviction or is found to have a conviction for fraud, dishonesty, or theft. The KNMC reserve the right to make a decision based on the perceived reputational risk to KN and the game.
  - 6.9.6 The Treasurer will no longer be a member of the KNMC, and the position shall be vacated, if she/he becomes bankrupt or is subject to bankruptcy proceedings or makes arrangement or composition with her/his creditors generally (including entering into an individual voluntary arrangement).
- 6.10 The KNMC shall meet not less than three times a year on dates determined by the KNMC members. A quorum shall be a simple majority of five voting members of the KNMC which must include at least three Honorary Officers. The dates, venues and start times of meetings shall be determined by the KNMC collectively.
- 6.11 The Chairperson is responsible for ensuring KNMC members receive accurate, timely and clear

information.

- 6.12 The Chairperson shall chair all meetings of the KNMC. In the absence of the Chairperson, the Vice-Chairperson will chair the meeting and failing that, KNMC members present at the meeting will appoint one of their number to chair the meeting.
- 6.13 The KNMC, collectively, may invite other people, including representatives of EN, to attend and speak at KNMC meetings (or a specific part thereof) from time to time and may also invite observers to such meetings for training purposes. Such attendance shall be in a non-voting capacity and the content of the meeting shall remain confidential and must not be shared with any third party outside of the meeting.
- 6.14 Each voting member present at a meeting of the KNMC shall have one vote. A matter will be carried if supported by a simple majority of the KNMC voting members present. In the event of equal votes, the Chairperson shall have a further casting vote.
- 6.15 KNMC members must not vote or participate in any discussion on any matter in which they have, or it is possible they may have, a conflict of interest or a conflict of loyalty (either direct or indirect personal interest or any loyalty they owe to another person or another body) which may, or may appear to, influence or affect their decision making.
- 6.16 Any KNMC member absenting themselves from any discussion and/or voting in accordance with clause 6.15 above will not be counted as part of the quorum in any decision of the KNMC on the matter under consideration.
- 6.17 The minutes of meetings of the KNMC will be taken by the Secretary.
- 6.17.1 No minutes of meetings or copies of correspondence shall be passed to a third party without the prior permission of the Chairperson.
- 6.17.2 The minutes of meetings shall be stored digitally for a minimum of 7 years in a secure location approved by the KNMC and then passed to the Kent Netball Archive.
- 6.18 The KNMC may establish Technical Support Groups (TSG) and Working Groups (WG) to assist and advise the KNMC as appropriate.

The KNMC may form the following Subcommittees as appropriate:

- Coaching
- Communication
- Competition
- Equity, Diversity and Inclusion
- Finance
- Honorary Officers
- Officiating
- Performance
- Registered Member Leagues
- Schools
- Youth Representative.

The formation and responsibilities of the Subcommittees shall be documented in the Kent Netball Terms of Reference.

- 6.19 The KNMC may from time-to-time delegate certain areas of responsibility to a person who may or may not be a member of the KNMC and/or TSG/WG. The Honorary Officers may also appoint authorised intermediaries for the purposes of assisting with bookkeeping and other forms of administration, on such conditions as the Honorary Officers may determine and may at any time remove such appointment.

- 6.20 Members of the KNMC/TSGs/WG's shall act in an honest and ethical manner and shall discharge their duties in good faith, with care and integrity and in a manner that they reasonably believe to be in the best interests of KN in keeping with the values of the sport.
- 6.21 Members of the KNMC, its Subcommittees, TSGs/WGs and any person duly appointed by the KNMC to act with its authority shall be reimbursed by KN, in accordance with Kent Netball's Finance Policy, for reasonable travel, accommodation and other expenses properly incurred by them in carrying out their duties or in attending meetings, events or otherwise in connection with the discharge of their duties as directed by the KNMC.

## **7. Role and Powers of the Kent Netball Management Committee (KNMC)**

- 7.1 The KNMC has the following authority, powers and principal roles:
- 7.1.1 Be responsible for the management of the affairs and for the success of KN.
  - 7.1.2 Make key decisions relating to strategy, finance and business management so that the objects set out in Section 3 above can be achieved.
  - 7.1.3 Establish policy and oversee its implementation in a safe, equitable and inclusive manner.
  - 7.1.4 Make, amend or revoke regulations, procedures, codes of behaviour, terms of reference, and byelaws for the better administration of KN.
  - 7.1.5 Adopt those rules, regulations, policies and resolutions of EN as applicable to members of KN.
  - 7.1.6 Create an environment conducive to high achievements.
  - 7.1.7 Review and set the annual Membership Fee and present at the AGM.
  - 7.1.8 Implement an organised approach to succession planning for the KNMC and each TSG/WG so as to ensure an appropriate level of stability and continuity of KN.
- 7.2 The members of KNMC shall, on a joint and several basis:
- 7.2.1 Ensure that KN complies with the terms of any contract with a third party; and
  - 7.2.2 Indemnify any member of the KNMC who enters into a contract, approved by the appropriate budget holder, under 6.21 in respect of any reasonable expenses and reasonable costs, losses or liabilities, judgments, fines and amounts paid in settlement, which she/he may reasonably incur or sustain because of entering into such contract.
- 7.3 The KNMC will provide direction, support and guidance to its Registered Member Leagues to enhance the development of the sport.
- 7.4 The KNMC has the power to make, amend or revoke competition regulations of KN and all changes thereto, shall not be effective until the earlier of:
- i. the date of approval at a General Meeting of KN; or
  - ii. one month after the passing of an appropriate resolution by the KNMC.
- 7.5 Any action that may be taken by the KNMC at a meeting may also be taken by a resolution consented to in writing or email by a simple majority of the KNMC members provided that a copy of the resolution is sent to all voting members of the KNMC.
- 7.6 Where a resolution has been circulated to a KNMC member pursuant to clause 7.5 above and has not been received back by the Secretary within the deadline set or within 14 calendar days (whichever is the earliest) of being sent out, that KNMC member will be deemed to have abstained the resolution.
- 7.7 Members of the KNMC must act in accordance with the powers set out in this constitution and must exercise independent judgement taking reasonable care, skill and diligence, whilst avoiding conflicts

of interest and conflicts of loyalty.

## 8. General Meetings of Kent Netball

- 8.1 The Annual General Meeting (AGM) shall be held before 30 September in each year unless in the event of exceptional circumstance. The KNMC shall determine the date and location of the AGM and formal notification will be posted on KN's website at least 42 days in advance of the date of such meeting which will be deemed notice to all members.
- 8.2 Expressions of interest to join the KNMC must be received by 1 June to commence in September of that year.
- 8.3 All proposals or other business must be received by the Secretary at least 21 days prior to the date of the AGM.
- 8.4 Formal Notice of the AGM together with a copy of the Agenda, all proposals and details of Expressions of Interest for office, shall be circulated in writing not less than 14 days prior to the date of such a meeting, to each member of the KNMC and members listed in 4.2 above.
- 8.5 The President will preside over (chair) all General Meetings. If the President is not present, the Chairperson will preside over the meeting and if the Chairperson is not present, the Vice-Chairperson will preside over the meeting.
- 8.6 Business to be transacted at the AGM shall be:
- i. To approve the minutes of the previous year's AGM
  - ii. To receive the Annual Report
  - iii. To adopt the audited annual statement of accounts
  - iv. To elect or re-elect members of the KNMC
  - v. To appoint an auditor
  - vi. To consider any proposed resolution submitted in writing 21 days before the date of the General Meeting, which has been proposed and seconded by two members of KN entitled to vote at General Meetings.
  - vii. To notify members of the KN Membership Fees for each EN membership category.
  - viii. To consider any proposed amendments to this Constitution put forward by the KNMC or any voting member of KN subject to clause 8.3.
  - ix.. Any other relevant business notified in advance and subject to 8.3 above.
- 8.7 Members of KN and representatives of member schools are entitled to attend general meetings. They may speak but are not entitled to vote unless they are:
- i. the representative of a registered member league situated within the County Boundaries.
  - ii. the representative of a member club; or
  - iii. the representative of a member school paying the higher rate school's Membership Fee; or
  - iv. Kent Netball Honorary Life Member; or
  - v. The proxy of i, ii, iii or iv above as laid out in clause 8.9 below.
- 8.8 No person attending shall be permitted to more than one individual vote unless allowed for in the proxy system as laid out in clause 8.9.
- 8.9 Proxy Voting at the General Meeting:



- 8.9.1 Every voting 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. Every representative or proxy of a voting member shall have one vote.
- 8.9.2 A voting member may only appoint either the Chair of the meeting or a named individual who provides proof of identity and address, as their proxy.
- 8.9.3 No person other than the Chair of the meeting may act as proxy for more than two voting members.
- 8.9.4 The instrument of appointing or revoking a proxy shall be in writing and must be received by the Secretary not less than 48 hours before the time of the meeting.
- 8.9.5 A voting member may instruct their proxy to vote for or against each specified resolution.
- 8.9.6 Unless otherwise specifically instructed, the proxy may vote or abstain from voting as they think fit on each resolution.
- 8.9.7 If any votes are given or counted at a general meeting which shall afterwards be discovered to be improperly given or counted, they shall not affect the validity of any resolution or thing passed, unless the objection to such votes is raised at the same meeting. The Chair of the meeting shall then and there decide whether the error is of sufficient magnitude to affect such resolution or thing.
- 8.9.8 No objection shall be raised to the qualification of any vote except at the meeting, 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.
- 8.10 A quorum of a General Meeting shall be 15 voting members in person or by proxy.
- 8.11 At General Meetings all resolutions, except changes to the Constitution, shall be passed by simple majority of those present and entitled to vote. In the event of a tie of votes cast, the presiding committee member shall have a second and casting vote.
- 8.12 A Poll may also be demanded by the person presiding over the meeting.
- 8.13 Election of Honorary Officers and KNMC members
  - 8.13.1 Shall be made by simple majority of those present and entitled to vote.
  - 7.13.2 Should there be no written nominations for vacant KNMC positions by the notice period, volunteers can be taken from the floor.
- 8.14 The minutes of all general meetings will be taken by the Secretary. In the absence of the Secretary, the Chairperson will appoint a member of the KNMC to take the minutes.
- 8.15 An Extraordinary General Meeting (EGM) may be requested at any time:
 

An EGM may be convened by order of the KNMC, or upon written request to the Secretary from 50 members or more of those entitled to vote at a general meeting.

  - 8.15.1 Each requisition shall state the purpose for which a meeting is required and shall set out any resolution which it is desired to propose.
  - 8.15.2 The meeting shall be held within 28 days of receipt of the request by the Secretary and 14 days' notice of the meeting and resolution proposed shall be given to every member entitled to vote.
  - 8.15.3 If the KNMC has convened the meeting the quorum shall be 15 voting members. If convened by members, the quorum shall be 50% of those who convened the meeting.
- 8.16 The President is a role appointed by a decision of the KNMC and notified at the AGM.

## **9. Notices**

- 9.1 Any notice, document or information to be given shall be in writing to that person's/member's last known postal address or electronically by email to that person's/member's last known email address. Unless the contrary is proved, a notice, document or information shall be deemed to be given, sent, supplied or delivered at the expiration of 48 hours after: (i) the envelope containing it was posted by first class mail or (ii) the electronic communication was sent.
- 9.2 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person/member entitled to receive such notice shall not invalidate any resolution passed or the proceedings at that meeting.

## **10. Accounting Records and KNMC Responsibilities**

- 10.1 The KNMC shall determine and be responsible for the application of Kent Netball Finance Policy.
- 10.2 The KNMC is a 'not for profit' organisation, all funds generated will be paid towards the furtherance of its Objects.
- 10.3 The KNMC shall commission accurate accounting records for KN to be kept that are sufficient to show and explain KN's transactions and disclose with reasonable accuracy, at any time, the financial position.
- 10.4 The KNMC is responsible for the preparation of the annual accounts and must not approve them unless they are satisfied that they give a true and fair view of the state of affairs of KN and of the surplus or deficit of KN for that period.
- 10.5 The annual accounts shall be scrutinised by an independent examiner, appointed by the KNMC, who has the requisite ability and experience to carry out a competent financial examination.
- 10.6 The accounting records shall be kept at such place as is determined by the KNMC and must be retained for a minimum period of seven (7) years.
- 10.7 The KNMC is also responsible for safeguarding the assets of KN and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.
- 10.8 All funds or other property of KN shall not be paid to or distributed among members of the KNMC, with the exception of clause 10.9 and the dissolution clause below.
- 10.9 Payments to individuals as a contract for services shall be sanctioned by the KNMC. All responsibility for declaring payment of tax to HM Revenue and Customs rests with the individual.
- 10.10 KN accepts no responsibility for injury to any member registered participant any loss or damage of equipment or property belonging to its member or registered participants. Members and registered participants must arrange their own insurance at their own discretion.

## **11. Indemnity**

- 11.1 Members of the KNMC, TSGs and WGs shall be indemnified out of the assets of KN against all reasonable expenses and all reasonable costs, losses or liabilities, judgments, fines and amounts paid in settlement, which they may reasonably incur or sustain in relation to the proper and lawful execution of their duties, or by reason of any task properly performed for and with the authority of KN.
- 11.2 The indemnity in clause 10.1 above only applies if the person acted honestly and in good faith and in the best interests of KN. Also, in the case of criminal proceedings, the person must have had no reasonable cause to believe that her/his conduct was unlawful.

## **12. Dispute Resolutions**

- 12.1 If a dispute should arise, every attempt should be made to resolve the issue locally. When both parties (the KNMC and the Complainant) are unable to resolve it between themselves then the dispute shall be referred to Sports Resolutions (UK) (a trading name of the Sports Dispute Panel Ltd – Company No. 3351039) for final and binding arbitration in accordance with the Arbitration Act 1996 and Sports Resolutions (UK)'s Arbitration Rules, which Rules are deemed to be incorporated by this clause.

## **13. Complaints and Disciplinary Powers**

- 13.1 The KNMC shall determine and be responsible for the application of the Kent Netball Compliments and Complaints Policy.
- 13.2 KN adopts the EN Disciplinary Regulations which shall apply to and bind all members of KN and all persons and entities participating in any way in activities controlled and/or sanctioned by KN. Kent Netball shall have the power to discipline such persons and entities who breach those Regulations.
- 13.3 The KNMC shall appoint a Disciplinary Secretary who shall administer the process of any disciplinary complaint under the terms contained within EN Disciplinary Regulations.

## **14. Dissolution**

- 14.1 If at any general meeting of KN, a resolution was passed calling for the dissolution of KN, the Secretary shall immediately convene a Special General Meeting of the Association to be held not less than one month thereafter to discuss and vote on the resolution.
- 14.2 If at that Special General Meeting, the resolution is carried by a least two thirds of the full members present at the meeting, the KNMC shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the assets of the KN and discharge all debts and liabilities.
- 15.3 In the event of dissolution, any assets remaining after satisfaction of all debts and liabilities shall be dealt with in a manner to be determined by resolution of a general meeting so as to promote the objects of KN or of some organisation with kindred aims, which further and develop amateur sport. In the event of there being a deficit, the general meeting shall decide how this should be met.
- 15.4 KNMC members must not receive any gain from the dissolution.

## **15. Governing Law and Jurisdiction**

- 15.1 This Constitution and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.

## **16. Associated Documents**

- Kent County Plan
- Kent Netball Compliments and Complaints Policy
- England Netball Disciplinary Regulations
- Kent Netball Data Protection Policy

Kent Netball Finance Policy

Kent Netball Recruitment Policy

Kent Netball Role Descriptions

Kent Netball Terms of Reference

With further reference to the Kent Netball Documents – Version Control Register for a record of all Kent Netball’s documents and their latest versions.

## **17. Review of the Constitution**

- 17.1 The Constitution shall be reviewed on a yearly basis.
- 17.2 The Constitution will only be changed through agreement at an AGM or EGM. Any alteration to the Constitution shall require two-thirds majority of the voting members/proxy present.
- 17.3 Additions to, or alterations of the Constitution shall be submitted to the Secretary not less than 21 days before the date of the AGM or EGM. No resolution involving an amendment to the Constitution may be proposed or amended from the floor of a meeting.
- 17.4 In the event of a proposal for amending the Constitution being submitted, the Secretary shall inform the membership of the proposed motion not less than 14 days before the AGM.