

***NETBALL
PORTUGAL
CONSTITUTION***





NETBALL PORTUGAL(NP) CONSTITUTION

1. Definitions & Interpretations

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| Associate Member | An Organisation that promotes the development of Netball throughout Portugal |
| Byelaws | The Byelaws of Europe Netball made by the Board of Netball Portugal as defined under this Constitution |
| Chair | The person elected from time to time to be the Chair of Netball Portugal as defined under this Constitution |
| Constitution | The constitution of Netball Portugal |
| EN | Europe Netball |
| Employee | A person employed by Netball Portugal under a contract of service (employee on the payroll) or a contract for service (self-employed person) Currently all Netball Portugal officials are voluntary |
| Finance Director | The person elected as Finance Director of Netball Portugal as defined under this Constitution |
| Electronic vote (email) | Everything solely through email. |
| Member | Organisations who are in Full Membership of Netball Portugal as defined under this constitution |
| Membership Regulations | The Membership Regulations of Netball Portugal created and amended from time to time |
| National Governing Body | Netball Portugal |
| Netball | The Game of netball |
| Regulations | The Regulations, Standing Orders and Byelaws of Netball Portugal made by the Board as defined under this Constitution and amended from time to time. |
| Rules of the Game | The Code of Rules of Netball Portugal as determined by World Netball from time to time |
| Secretary | The person elected from time to time to be the Secretary to the Board of Netball Portugal as defined under this Constitution. |
| The Board | The Board of Directors of Netball Portugal elected from time to time as defined under this Constitution |
| Voting Members | Those Members entitled to vote at general meetings of Netball Portugal as defined under this Constitution |
| WN | World Netball |

1.2 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 individuals, associations or other organisations.

1.3 Headings are inserted for convenience only and shall not be taken into account in considering the construction or interpretation of this Constitution.

1.4 In the event of there being any conflict or discrepancy or inconsistency between this Constitution and any Regulation, Standing Order, Terms of Reference or Byelaw, the Constitution shall prevail.

2. Netball Portugal

At the commencement of Netball Portugal, it was known as Netball Portugal Club. It is however, going forward, to be known as Netball Portugal and all assets of the aforementioned Association shall be transferred to Netball Portugal

3. Objectives

3.1: In this Section, the reference to Members includes Members, Associate Members.

3.2: The objectives for which Netball Portugal is established are to:

3.2.1: Act as the controller (which includes protecting and maintaining the historical records of Netball Portugal and governing body of the game of Netball in Portugal.

3.2.2: Promote and encourage the game of Netball and to further the growth and development of the game of Netball in Portugal.

3.2.3: Be responsible to WN whose Code of Rules will be the official rules of the game of Netball in Portugal.

3.2.4: Be responsible as an autonomous body for carrying out the administrative plans made by Netball Portugal and to implement the policies of EN & WN.

3.2.5: Contribute to national and international goodwill, friendship and understanding in cooperation with the EN, its members and other bodies having similar or sympathetic aims.

3.2.6: Protect the interests of the game of Netball and to work for improved facilities for the game of Netball in Portugal.

3.2.7: Advance the theory and practice of Netball playing, coaching, umpiring and match officiating in all aspects, and ensure that high standards of practice and professional conduct are maintained by Members.

3.2.8: Make and enforce Regulations, Standing Orders and Byelaws and to formulate and issue procedures and guidelines concerning all forms and aspects of the game of Netball in Portugal.

3.2.9: Provide services, support and advice for its members.

3.2.10: Organise, promote, support or assist in any Netball Portugal competition, league and/or events as may be determined or approved by the Chair and or Board.

3.2.11: Create and promote by publicity and education an informed and interested public opinion on the value and importance of the game of Netball in Portugal.

3.2.12: 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.

3.2.13: Chair and all Board members raise funds and to apply for and obtain sponsorships, grants and financial assistance.

3.2.14: Organise, finance, maintain, alter or amend a scheme for investigating and disciplining Members found guilty of misconduct or refusing or neglecting to comply with this Constitution or any Byelaw or Regulation of Netball Portugal.

4. Membership

4.1: Membership is open by application to any club, school, social group hereby known as organisation as detailed below:

4.2.1: Any organisation within the land boundaries of Portugal may apply for membership irrespective of the type of netball they play- netball, mixed netball, walking netball, Fast 5 & men's netball

5: Subscriptions

5.1: Each organisation shall pay an annual membership fee to Netball Portugal which shall be fixed by the Board and ratified at the AGM.

5.2: The Board reserves both the right to review annually, if required, the amounts of all joining fees and subscriptions and date payable with such changes, if proposed, to be ratified at the Annual General Meeting of Netball Portugal

5.3: A New Member, Associate Member and/or Individual Member may be accepted at any time on payment of the annual subscription (or proportional part thereof) as determined by the Board.

5.4 : A Member, Associate Member and/or Individual member in arrears of subscription in any year will be removed from the Register of Members by the Board but will be reinstated on payment of the arrears due.

6: Disciplinary Powers, Procedures and Appeals

6.1: Any Member who behaves in a manner considered prejudicial to the Association or who breaches the Constitution as defined by the Board shall be liable to be disciplined in such a manner as the Board thinks fit and may be subject to suspension or expulsion from the Association.

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

6.2.1 Appoint and constitute a Disciplinary Committee.

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

7: Electronic Voting

7.1: Before any general meeting, or Annual General Meeting, the Board may determine that the

voting on any matter of that meeting is to be by Electronic vote. If it does so determine, the Board shall decide how any Electronic vote is to be conducted, in what form the vote should be and the date by when votes are to be received, ensuring that at least 15 days' notice is given to Members.

Important – always check you junk box.

7.2: All votes shall be received by the Secretary and a record will be made of votes cast. The result of the vote will be recorded in the official minutes of the upcoming General Meeting or Annual General Meeting. **Important – always check you junk box.**

8. Voting at General Meetings, Annual General Meetings

8.1: The Voting members of Netball Portugal include the Board and:

8.1.1: Organisations fully paid membership of Netball Portugal shall be entitled to up to 4 representatives who may attend, speak and vote at such meetings.

8.2: The Non-Voting Members. may attend.

8.3: No Member shall be entitled to vote in person or by proxy at a General Meeting/ Annual General Meeting or have a postal/electronic vote unless all monies due to Netball Portugal at the time have been received.

8.4: Prior to each vote, the Chair will determine the number that constitutes 'two thirds'. Resolutions are carried by two thirds of the Members, present or by proxy, voting for the motion

8.5: Each Member shall be entitled to appoint the Chair of the meeting or any Member as their proxy, to speak for them at each General Meeting/Annual General Meeting. For the avoidance of doubt save for the Chair of the Board, no Board Member can hold a proxy vote. Proxies must be received by the Secretary no later than 7 days before the date of the General Meeting.

8.6: The declaration by the Chair of the result of a vote on a resolution shall be final.

9 : General Meetings

9.1 : Netball Portugal will 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 and specified as such in the notice calling it. The Annual General Meeting will be held for the following purposes:

9.1.1 : To receive from the Chair a report containing a review of the activities of Netball Portugal since the previous Annual General Meeting.

9.1.2 : To receive from the Secretary a report containing a review of the administrative activities of Netball Portugal since the previous Annual General Meeting.

9.1.3 : To receive from the Finance Director the audited financial statements for the accounting period just ended.

9.1.4 : To announce the results of the elections for the Board.

9.1.5 : To ratify the level of subscription.

9.1.6 : To appoint the auditors, if required, to produce audited accounts.

9.1.7 : To transact any other business brought before the Annual General Meeting as defined under

this Constitution. All general meetings other than the Annual General Meeting will be called Extraordinary General Meetings.

9.2 : Each Annual General Meeting shall be held not more than fifteen months after the last preceding Annual General Meeting.

9.3 : Reports for the General meetings will be sent to Members 21 days before the date of the meeting

9.4 : Up to two accredited delegates from each member/ any Individual member and the Board may attend General Meetings.

9.5 : All General Meetings other than the Annual General Meeting will be called Extraordinary General Meetings

10: Notice of General Meetings

10.1 : An Extraordinary General Meeting may be convened at any time by the Board or on the receipt of a written request signed by more than 50% of the Membership.

10.2 : The request must state the reason for the meeting and any resolution or motion to be proposed at the meeting and will be signed by the Chair or the accredited deputy of each Member requesting the meeting.

10.3 : An Annual General Meeting and/or an Extraordinary General Meeting called for by the passing of a special resolution and/or every other extraordinary general meeting will be called by the Board with at least 50 days' notice in writing or by electronic mail.

10.4 : The notice will be given to all Members, Associate Members and Individual Members and such persons as are entitled to receive the notice and it will specify the date, time and place of the meeting and the matters or nature of the business to be transacted.

10.5 : The notice will specify the intention to propose any resolution as an extra-ordinary or a special resolution.

10.6 : The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member or person entitled to receive the notice shall not invalidate any resolution passed or proceeding held at any meeting.

11: Proceedings at General Meetings

11.1 The Chair of Netball Portugal will preside as Chair of each General Meeting. If the Chair is not present within fifteen minutes of the time appointed for holding the meeting, either the Vice Chair, Secretary or the Finance Director, in that order, will take the Chair, or if none are present, the President or another member of the Board will take the Chair.

11.2 : No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. More than 50% of the Members entitled to vote upon the business to be transacted shall be a quorum. Voting members must declare an actual or potential conflict of interest at the start of each meeting.

11.3 : 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, if called on the requisition of Members, shall be dissolved. In any other case, the meeting will stand adjourned to such date,

time and place as the Board 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 Members present and entitled to vote shall be a quorum.

11.4 : Each Member and the Board shall be entitled to place items on the agenda. These should be received by the Secretary in writing, at least 60 days prior to the date of the General Meeting.

11.5 : At General Meetings, amendments to any ordinary resolution may be permitted at the discretion of the Chair of the meeting (whose decision shall be final), if they are proposed by a member and seconded by another member.

11.6 : At any General Meeting, a resolution put to the vote shall be decided on by a show of hands, unless immediately prior to the vote, a poll is demanded. A poll may be demanded by:

11.6.1 The Chair of the meeting.

11.6.2 At least two Members present entitled to vote at the meeting.

11.7 : In a poll, every voting Member present (through an individual) or by proxy, shall have one vote.

11.8 : A poll will be taken as directed by the Chair of the meeting, who may appoint scrutineers and will declare the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting

12. Amendments to the Constitution

12.1 : Netball Portugal may propose amendments to its Constitution at a General Meeting providing that a minimum of 50 days' notice of the proposed changes is given in writing to Members.

12.2 : Netball Portugal may, by special resolution, alter its Constitution at a duly convened Extraordinary General Meeting of which not less than 50 days' notice, specifying the intention to propose the resolution has been duly given.

12.3 : A resolution is an extraordinary or special resolution when it has been passed by a majority of not less than seventy-five per cent of the votes cast at a General meeting of which notice, specifying the intention to propose the resolution has been duly given.

12.4 : The Board shall convene an Extraordinary General Meeting to be held immediately after the Annual General Meeting if written notice is received from Members proposing an amendment or amendments to the Constitution by not less than 50 days before the date of the Annual General Meeting and providing such notice is proposed by one Member and seconded by another Member.

13: The Board of Directors

13.1 : The Board of Directors (the Board) is responsible for delivering the policy and implementing the priorities set by the Netball Portugal Members. The (Board) will collectively vote.

13.2 : The Board is responsible for strategic planning to ensure that the objectives of Netball Portugal are achieved.

13.3 : The business affairs of Netball Portugal shall be governed by the Board and they will be responsible for the care, management and control of the affairs of Netball Portugal.

13.4 : The Board shall consist of the following Director roles, all of whom shall hold office for up to four years:

- Chair
- Vice Chair
- Secretary
- Finance Director
- President (Non-voting)
- 3 Independent Directors without Portfolio

13.5 : Save for the 3 Independent Directors without Portfolio all individuals on the Board must be affiliated to a club/school/academy in full membership of Netball Portugal.

13.6 : The Board members are entitled to attend and speak at General Meetings of Netball Portugal and vote.

13.7 : The Board will convene at least once a year and will be at such time and place as may be determined by the Chair or the Secretary.

13.8 : The Board will be reimbursed all travelling, hotel and other expenses (at rates in accordance with the relevant Byelaws and Standing Orders) properly incurred by them in connection with their attendance at General or Special Meetings of Netball Portugal, or otherwise in connection with the discharge of their duties.

13.9 : The Board may invite any person having specialised knowledge to attend any meeting of the Board in an advisory capacity but without power to vote. (With approval of the Chair)

13.10 : The Board shall have the power to appoint Working Groups to undertake work on behalf of Europe Netball and may set the Terms of Reference and recruitment process for appointments. (With approval of the Chair)

13.11 : Four persons of The Board shall form a quorum at meetings of The Board, providing that one of those present is either the Chair, Secretary or Finance Director.

13.12 : If the Board shall at any time be reduced in number, it will be lawful for them to act as the Board for the purpose of filling vacancies or for summoning a General Meeting.

13.13 : If any dispute shall arise on the interpretation of this Constitution, Regulations, Standing Orders or Byelaws or on any matter not provided for in this Constitution, Regulations, Standing Orders or Byelaws, the Board shall have the power to resolve the dispute or provide for the matter, and their decision shall be final.

14. Voting at Board Meetings

14.1 : All Board members shall have one vote with the Chair having a casting vote as necessary. If for any reason the Chair is ineligible to vote, the Chair for that agenda item, together with the right to give a casting vote, shall be taken by the Secretary or the Finance Director in that order. In this event, the replacement Chair shall also only have a casting vote as necessary.

14.2 : Board members are required to declare a conflict of interest in all discussions and situations

where they have, or could have, a personal interest in the outcome. A Board member who declares a conflict of interest, whether pecuniary or non-pecuniary, may be asked to leave the meeting for that item and shall not have a vote.

14.3 : A Board Director may raise a potential conflict of interest of another Board Director(s) and require action to be taken in accordance with Clause 14.2 above.

14.4 : A Board member may not vote in any election where they are standing as a Candidate

15. Appointment and Retirement of the Board of Directors

15.1 Board Directors shall be eligible for re-election after serving their term of Office. However, whilst they are eligible for re-election after their first and second terms, they cannot hold office for more than two consecutive terms, save for in exceptional circumstances whereby to assist with succession planning and with the agreement of the Board they can serve for one more additional term. At the end of their third term of office a Director is not eligible for re-appointment for a minimum period of four years. Should a Director retire before the expiry of their term of office, the full term of office will be recognised for the purposes of this Clause 15.1

15.2 : A Board Director save for the 3 Independent Directors without Portfolio shall:

15.2.1 : Be elected by an electronic vote of Members preceding the meeting and results announced at the Annual General Meeting.

15.2.2 : Hold office until the conclusion of the next Annual General Meeting held at the end of each term of office.

15.3 : Nominations for the appointment to The Board must be proposed by a member and seconded by another Member entitled to vote at General Meetings. A Member may nominate or second only one candidate for each vacant post.

15.4 : Written notice of such nomination, stating the name and address of each nominee together with the written consent of the nominee, must reach the Secretary not less than 30 days before the date of the Annual General Meeting.

15.5 : In the event of there being more than one candidate eligible for election or re-election to a position on the Board the election shall be determined by a Electronic vote of Members entitled to vote at General Meetings conducted prior to the Annual General Meeting and the result declared thereat. All votes must be received by the Secretary no later than 7 days before the date of the General Meeting.

15.6 : In the event of a tied vote:

15.6.1: The secretary shall appoint two (2) Netball Portugal Board members to validate the tied vote.

15.6.2: If the tied vote is confirmed the Secretary shall request a second vote from those members entitled to vote.

15.6.3: If the vote is still tied, then the Board will vote in accordance with section 14 of this Constitution.

15.7 : In the event of a casual vacancy the Board may appoint another eligible person to act for an

appropriate period, but not beyond the next Annual General Meeting.

15.8 : The Board reserves the right to remove a Director if they have been absent from Board meetings for more than six consecutive months without the permission of the Chair and/or they are removed from office following the completion of the process under Clause 6.

15.9 : A candidate may only stand for one position on the Board in any elections taking place in a calendar year

16: The Chair

16.1 : The person elected by Members shall Chair all meetings of the Board, all general Meetings and the Annual General Meeting.

16.2 : The Chair shall ensure that all members attending these meetings are given equal opportunity to speak in accordance with the articles of this Constitution

16.3 : The Chair will act as the senior spokesperson for Netball Portugal.

16.4 : The Chair shall act with integrity at all times and refrain from expressing personal views that conflict with, or compromise, best practice governance.

17. Regulations Standing Orders and Byelaws

17.1 : The Board shall have the power from time to time to make, alter, add to and revoke the Byelaws, regulations, procedures, terms of reference and standing orders, for the carrying out of its objectives and purposes, for the implementation of policy and strategy, and for the care, management and administration of Netball Portugal and control of the game as from time to time may be necessary. These may include (without limitation).

17.1.1 : Regulations to combat doping in Netball and to ensure Netball Portugal, complies with WADA and WN regulations relating to doping control.

17.1.2 : Regulations dealing with disciplinary offences of members and netball competitions. Netball Portugal compliance division.

17.1.3 : Terms of reference for groups and working groups and any other committee appointed by the Directors.

17.1.4 : Regulations relating to the playing of the game.

17.1.5 : Regulations dealing with the membership of Netball Portugal

17.2 : Such Byelaws or any alterations, additions or revocation shall not be effective until one month after the passing of an appropriate resolution by the Board during which time they will have been circulated to all Members. The Byelaws shall not be in any respect inconsistent with the express provisions of this Constitution.

17.3 : The members shall be bound by and subject to and act on accordance with these articles, the membership regulations, codes of conduct, procedures, byelaws and 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

18: Dissolution

18.1 : In the event of it being necessary or expedient to wind up Netball Portugal, Netball Portugal shall have the power in its uncontrolled discretion to realise its assets in any manner it may deem expedient and to take the necessary steps to pay or settle any liabilities there may be. Any assets remaining after meeting all debts, liabilities and expenses shall be made over to anybody or bodies existing for the promotion of similar objectives to those of Netball Portugal or general sport.

