



ASIA NETBALL CONSTITUTION

(RApproved by AGM on 15th July 2021)

CONSTITUTION OF THE ASIA NETBALL

1. Name

- 1.1 The Federation will be called "Asia Netball" herein referred to as "Federation".
- 1.2 The official initials of the Federation are "AN".
- 1.3 The Federation will be the regional federation for netball in Asia, as recognised by World Netball (WN), and will be a member of such other bodies as the Board may deem necessary in the interest of the game of netball in Asia.

2. Registered Address

- 2.1 The Federation will be located at 6 Stadium Boulevard, Singapore 397797, or at such other place as the Board may decide.

3. Objects

- 3.1 The objects of the Federation are:
 - i. To advance the game of netball at all levels throughout Asia by coordinating and developing efficient standards of administration, playing, officiating and coaching.
 - ii. To promote good health and well-being by encouraging participation in sport.
 - iii. To eradicate poverty and discrimination by empowering women through sport; and
 - iv. To act on any other matters' incidental to the above objects as may be determined by the Board from time to time.

4. Secretariat

- 4.1 The Secretariat of the Federation will be located in the Republic of Singapore, or at such other place as the Board may decide.

5. Membership

5.1 Full Members

- 5.1.1 Full membership is open to any body recognised by the Federation to be the sole, controlling and governing body for the game of netball in a country in Asia ("National Association").
- 5.1.2 Membership will be by application and the applicant may be required to give such details in writing as the Federation may stipulate. Every application must be accompanied by:
- i. A copy of the written constitution of the applicant (which should not contain any provisions which materially conflict with the provisions of this Constitution).
 - ii. Evidence that it is the body recognised as the sole controlling and governing body of the game of netball in its own country.
 - iii. A list of the names, addresses (including email addresses), telephone and fax numbers (if applicable) of the principal office holders of the applicant.
- 5.1.3 Full Members are an integral part of the structure of the Federation and will participate in the affairs of the Federation including the election of office bearers to the Board.
- 5.1.4 Full Members will assist in implementing policies of the Federation in their respective countries.
- 5.1.5 Full Members will observe the general and fundamental objects, resolutions and policies of the Federation.
- 5.1.6 Full Members will be entitled to appoint one representative to WN Board of Directors ("WN Board Member"), to be elected at the Annual General Meeting.
- 5.1.7 In the event that the WN Board Member is not financially supported by WN, or her / his Government or National Association, the Federation will bear all costs arising in relation to that WN Board Member.

5.2 Associate Members

- 5.2.1 Where there is no National Association in any country in Asia, that body or bodies which are, in the sole opinion of the Federation, responsible for some aspect of netball in Asia, or any body that, in the sole opinion of the Federation, could usefully contribute to the game of netball in Asia, may be eligible to be an Associate Member.
- 5.2.2 Membership will be by application and the applicant may be required to give such details in writing as the Federation will stipulate.
- 5.2.3 Save that Associate Members may receive notice of, attend and speak but not vote at General Meetings, Associate Members are entitled to all the benefits of membership and must fulfil all obligations of a member.

5.3 Power of the Board

- 5.3.1 The Board will have the power to accept or reject any application for membership of the Federation without assigning any reason, therefore. In the case of refusal by the Board, such applicant may appeal in accordance with the process determined by the Board from time to time.

6. Membership Fee

- 6.1 Upon acceptance, each Ordinary member (full) ("Member") will pay the following fees:
- i. A one-time affiliation fee of S\$150.00 (Singapore Dollars One Hundred and Fifty) within two weeks of election to membership; and
 - ii. An annual fee of S\$150.00 (Singapore Dollars One Hundred and Fifty) on or before 31 January in each calendar year, or any such sum as may be determined by the Board from time to time.
- 6.2 Upon acceptance, each Associate member (non-voting) will pay an annual fee of S\$30.00 within two weeks of election to membership.
- 6.3 The Board may revoke the privileges of membership of any Member who fails to pay the annual fee within three (3) months from the due date until it settles the outstanding arrears.

6.4 The Board may terminate the membership of any Member who fails to pay the annual fee within six (6) months from the due date.

6.5 A former Member whose rights have been revoked or terminated in accordance to this Article 6 will be entitled to reapply for membership in accordance to Article 5 above on such terms as to payment of any outstanding past membership fees as the Board, in their sole discretion, determine.

7. Supreme Authority

7.1 The supreme authority of the Federation is vested in the Full Members at a General Meeting presided over by the President.

8. General Meetings

8.1 Proposal of Resolution

8.1.1 Any Member wishing to place an item on the agenda of a general meeting may do so by giving notice setting out the item to the Honorary Secretary fourteen (14) days before the date fixed for that General Meeting.

8.2 Quorum

8.2.1 The quorum for a General Meeting must be not less than fifty percent (50%) of the voting members. Proxies will be accepted as part of the quorum.

8.2.2 In the event that there is no quorum at the commencement of any General Meeting, the meeting will stand adjourned for half an hour, and should the number then present be insufficient to form a quorum, those present at the adjourned meeting will be deemed to constitute a quorum, save that such adjourned meeting will have no power to alter, amend or make any additions to any Article of this Constitution and / or bylaws.

8.3 Representatives

8.3.1 The Member will notify the Honorary Secretary at least fourteen (14) working days before the date of the General Meeting of the name of its representative.

8.3.2 Subject to Article 8.5.2 below, an individual may only represent one Member, and may not vote or speak on

behalf of another Member. Such individual will, if required, produce to the Board sufficient evidence to satisfy the Board that she / he is a properly appointed delegate of the Member that she / he claims to represent.

8.4 Chairman

8.4.1 The President will chair all General Meetings. In her/his absence, either one (1) of the two (2) Vice-Presidents will chair the General Meeting.

8.4.2 In the event that the business to be transacted at the General Meeting includes election of members of the Board, the outgoing President will chair the election process unless she / he is seeking re-election, in which case the next most senior outgoing Board member will take the chair.

8.4.3 In the event that there is no available outgoing member of the Board, a Chairman will be elected from the representatives present. Such representative must not be seeking election to the Board.

8.5 Voting and Proxy

8.5.1 Voting at a General Meeting will be by a show of hands, or subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the General Meeting will have the casting vote.

8.5.2 Voting by proxy will be allowed at a General Meeting provided that prior written authorisation for that particular General Meeting is given to the Honorary Secretary.

8.6 Annual General Meeting

8.6.1 An Annual General Meeting will be held within three (3) calendar months after the end of each financial year.

8.6.2 At least twenty (21) days' notice in writing of the Annual General Meeting will be sent to Members by the Honorary Secretary. Such notice will state the date, time and place of meeting and will include the agenda for the meeting, the Annual Report and the duly Audited Accounts for the preceding year and all resolutions proposed to be adopted at such Annual General Meeting.

8.6.3 The business to be transacted at an Annual General Meeting will be:

- i. To receive and approve both the Annual Report and Audited Accounts for the preceding year.
- ii. To appoint an auditor.
- iii. To elect members of the Board whenever due.
- iv. To transact any other business of which at least one (1) week's notice in writing had been given to the Honorary Secretary by any Member.

8.7 Extraordinary General Meeting

8.7.1 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than twenty-five percent (25%) of the total voting membership or 10 members, whichever is the lesser, and may be called at anytime by order of the Board. The request in writing must be given to the Honorary Secretary and set forth the business that is to be transacted.

8.7.2 The Extraordinary General Meeting will be convened within two (2) months from the date of the receipt of the written request.

8.7.3 In the event that the Board does not, within two months from the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the Members who requested for the Extraordinary General Meeting will convene the Extraordinary General Meeting by giving fourteen (14) days' notice to voting Members setting forth the business to be transacted.

8.7.4 At least ten (10) days' notice in writing of the Extraordinary General Meeting will be sent to Members by the Honorary Secretary. Such notice will state the date, time and place of meeting and will include the agenda for the meeting and all resolutions proposed to be adopted at the Extraordinary General Meeting.

9. WN Board Member

9.1 Appointment / Election of the WN Board Member

- 9.1.1 All nominees for the role of WN Board Member must meet the specific criteria as may be set out in the Federation's by-laws in force from time to time.
- 9.1.2 Nominations for the role of WN Board Member are to reach the Honorary Secretary at least fourteen (14) days before the date of the Annual General Meeting and election will follow on a simple majority vote of the Members present.
- 9.1.3 In the event that there is only one (1) nomination for the role of WN Board Member, such nominee will be declared and deemed to be elected at the Annual General Meeting.
- 9.1.4 In the event that there is no nomination for the role of WN Board Member, nominations will be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Members present.

9.2 Duty of the WN Board Member

- 9.2.1 The WN Board Member will attend the Board Meetings.
- 9.2.2 The WN Board Member will sit on the Board of Directors of WN and fulfill her / his duties and responsibilities as a director of WN in accordance to the Articles of Association of WN.

10. Board

10.1 Composition

10.1.1 The Federation will be governed by a Board, which will consist of the following:

- i. A President
- ii. Two (2) Vice-Presidents
- iii. An Honorary Secretary
- iv. An Honorary Treasurer

10.2 Term of Office

10.2.1 All elected members of the Board will hold office for a term of four (4) years.

10.2.2 A retiring member of the Board will be eligible for re-election at the meeting at which she / he retires. Other than as President, an individual representing a Full

Member may be elected to serve on the Board for a maximum accumulative tenure of eight (8) years ("Non-President Tenure"). An individual may be elected to serve as the President for a maximum accumulative tenure of eight (8) years excluding the Non-President Tenure of such individual.

10.2.3 No individual or other entity may be elected to serve as the Honorary Treasurer for more the two (2) consecutive terms.

10.3 Appointment / Election of members of the Board

10.3.1 All nominees for the election of President must be a representative of a Full Member, nominated or seconded by the nominee's member country.

10.3.2 Other than for the position of the President, all nominees for the election of the members of the Board must be representatives of a Full Member and must be nominated by that Member.

10.3.3 Nominations are to reach the Honorary Secretary at least fourteen (14) days before the date of the Annual General Meeting and election will follow on a simple majority vote of the Members present.

10.3.4 In the event that there is only one (1) nomination for an office, such nominee will be declared and deemed to be elected at the Annual General Meeting.

10.3.5 In the event that there is no nomination for an office, nominations will be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the Members present.

10.3.6 The President will co-opt the WN Board Member onto the Board.

10.3.7 The Board may co-opt not more than two (2) persons from nominations from the Members to fill any vacancies occurring at any time between Annual General Meetings.

10.4 Board Meeting

10.4.1 A Board Meeting will be held at least once every six (6) months.

- 10.4.2 At least seven (7) days' written notice of the Board Meeting will be given to the members of the Board and the WN Board Member. Such notice will state the date, time and place of meeting and will include the agenda for the meeting and all resolutions proposed to be adopted at the Board Meeting.
- 10.4.3 At least fifty percent (50%) of the members of the Board must be present to form a quorum.
- 10.4.4 The President will chair all Board Meetings. In her/his absence, either one of the two Vice-Presidents will chair the Board Meeting.
- 10.4.5 Voting at the Board Meetings will be by a show of hands, or subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the chairman of the Board Meeting will have the casting vote.
- 10.4.6 Proxy voting may be allowed in the event that prior written authorisation for a particular Board Meeting is given.
- 10.4.7 All co-opted members of the Board will have no voting rights at the Board Meetings.
- 10.4.8 Any member of the Board absenting herself / himself from three (3) consecutive Board meetings without giving sufficient reason in writing will be deemed to have withdrawn from the Board unless the Board decides otherwise.
- 10.4.9 Any absent member of the Board may write or call in to vote on any matters or proposed resolutions in the Board meetings.
- 10.4.10 In the event that any person (other than the President) withdraws or is deemed to have withdrawn from the Board for whatever reason during her / his term of office, the Board may appoint any other person to fill the vacancy until the next Annual General Meeting.

10.5 Duty of the Board

- 10.5.1 The duty of the Board is to organise and supervise the day-to-day activities of the Federation. The Board must not act contrary to the expressed wishes of the General

Meeting with prior reference to it, and always remains subordinate to the General Meeting.

11. Duties of Office Bearers

- 11.1 The President will chair all General and Board Meetings. The President will also represent the Federation in its dealings with third persons.
- 11.2 The Vice-Presidents will deputise for the President in his absence and will take on such responsibilities as may be designated by the President from time to time.
- 11.3 The Honorary Secretary will:
- i. Arrange all Board Meetings.
 - ii. Keep minutes of all General and Board Meetings.
 - iii. Maintain all the records (except financial) and registers of the Federation and be responsible for their correctness.
 - iv. Keep in proper custody all papers and documents relating to the Federation.
 - v. Prepare the Annual Report for submission to the Annual General Meeting.
- 11.4 The Honorary Treasurer will:
- i. Be responsible for all funds of the Federation.
 - ii. Keep an account of all monetary transactions and be responsible for their correctness.
 - iii. Report on the financial position of the Federation at every Board Meeting and render a Statement of Accounts and Balance Sheet at the Annual General Meeting.
 - iv. Maintain a bank account for the Federation.
 - v. Not keep cash in excess of S\$500.00 (Singapore Dollars Five Hundred). Money in excess of this amount must be deposited with a bank authorised by the Board.
- 11.5 The President, Vice-Presidents and Honorary Secretary may act in the name of the Federation and any two (2) of them may sign documents on behalf of the Federation except that the

Honorary Treasurer will be one of the two signatories in respect of all Accounts and all financial documents.

12. Audit

12.1 A firm of Certified Public Accountants will be appointed as auditors at each Annual General Meeting for a term of one year and will be eligible of reappointment.

12.2 Such auditors will be required to audit each year's accounts and present its report to the Annual General Meeting.

12.3 The President may, at any time, ask the auditors to audit the Federation's accounts for any other period within their tenure of office and make a report to the Board.

12.4 The financial year will be from 1st April to 31st March.

13. Ownership of Property

13.1 The Federation will have power to own property of all kinds.

13.2 In the case of real or immovable property, such property will be vested in a trust corporation incorporated in the Republic of Singapore as trustee for the Federation.

14. Prohibitions

14.1 The Federation will not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in the Republic of Singapore.

14.2 The Federation will not indulge in any political activity or allow its funds to be used for political purposes.

15. Amendments to Constitution

15.1 No alterations, amendments or additions to this Constitution will be made except at a General Meeting by a resolution which is carried by a majority of at least seventy-five percent (75%) of the votes properly recorded at such General Meeting.

16. Interpretation

16.1 In the event of any question or matters arising out of any point which is not expressly provided for in this Constitution, the Board will have the power to use their own discretion. The decision of the Board will be final unless it is reversed by the members at a General Meeting by a resolution which is carried by a majority of least 75 percent (75%) of the votes properly recorded at such General Meeting.

17. Disputes

17.1 In the event of any disputes arising amongst the members, such members will attempt to resolve the matter at a General Meeting. Should the members fail to resolve the matter at such General Meeting, they may bring the matter to a court of law.

18. Dissolution

18.1 The Federation will not be dissolved except with the approval of not less than sixty percent (60%) of those entitled for the time being to vote at general meetings.

18.2 In the event of the Federation being dissolved, its funds will be used for the settlement of all debts and liabilities legally incurred on behalf the Federation and any surplus will be disposed of in such manner as the General Meeting may determine or transferred to World Netball.