



Middlesex County Netball Association Constitution

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Responsible Officer	Chairperson
Group Owner	Middlesex Management Committee
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Applicable for	This policy is mandatory.
Summary	This policy provides information on MCNA's Constitution. A copy of this policy will be given to all MMC members upon their election/appointment and to all relevant volunteers as part of their induction.

Version control

Version Control: MCNA Documents – Version Control Register

Person Responsible	Version and Summary of Changes	Date
	Previous MCNA Constitution was last revised in 2013.	
Anber Derrien & Jenny Harrold	First Version in new format following management committee review with thanks to Kent Netball for sharing pro-forma.	30/04/2021
Anber Derrien & Jenny Harrold	Revision for AGM to include EN details on disciplinary process/roles and amends to MMC roles required	08/06/2021
Anber Derrien	No changes made for AGM June 2022	30/06/2022
Anber Derrien	Revision approved at AGM. Performance and Coaching Lead split into two roles; Membership role now obsolete as covered by NDO; inclusion of Swords Awards; amended wording for Schools and/or Educational Trusts	08/06/2023

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Abbreviations

AGM	Annual General Meeting
EGM	Extraordinary General Meeting
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
MCNA	Middlesex County Netball Association
MMC	Middlesex Management Committee
L&SE	London and South East
RMB	Regional Management Board

1. Name

The County Association shall be called Middlesex County Netball Association (MCNA).

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

This Constitution is the governing document of MCNA. It applies to all members of MCNA and provides the framework for the Middlesex Management Committee (MMC) and its Technical Support Groups (TSG) and Working Groups (WG).

2. Vision and Mission Statement

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

2.2 MCNA'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 Middlesex 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 MCNA.

- 3.9 To operate bank account(s) in the name of the Middlesex County Netball Association; manage MCNA 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 MMC 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 area within the jurisdiction of the MCNA shall comprise the following London Boroughs –

Barnet	Enfield	Hounslow
Brent	Hackney	Islington
Camden	Hammersmith & Fulham	Kensington & Chelsea
City of London	Haringey	Richmond upon Thames
City of Westminster	Harrow	Tower Hamlets
Ealing	Hillingdon	

5. Membership

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

Membership to MCNA is via England Netball and upon payment of the annual MCNA Membership Fee, the members of MCNA shall be:

Voting members:

- 5.1.1 The current members of the Middlesex Management Committee (MMC)
- 5.1.2 Each Registered Member League situated within the County Boundaries
- 5.1.3 All Member Clubs of MCNA
- 5.1.4 All Member Schools and/or Educational Trusts, Colleges and Universities situated within the County Boundaries

Non-voting members:

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

6. Middlesex Management Committee Administration

- 6.1 The Middlesex Management Committee (MMC) shall have the power to act as required to achieve the Objects and is responsible for the management of MCNA.

6.2 The MMC shall comprise the following voting members:

Appointed Honorary Officer

- President

Elected Honorary Officers

- Chairperson
- Treasurer
- Secretary

Elected Members

- County League Lead
- Equality, Diversity and Inclusion (ED&I) Lead
- Governance and Compliance (County Plan, GDPR, Data Protection, Privacy, Safeguarding, Information Asset Register, Conflicts of Interest, Terms of Reference for MCNA and TSGs/WGs, Codes of Conduct, Role Descriptions, Complaints Policy, MCNA Archive, Version Control register) Lead
- Officiating Lead
- Performance Lead
- Coaching Lead
- Publicity, Website and Social Media Communication Lead
- Registered Member Leagues Representative

Appointed Members

- Vice-Chairperson
- Resolution Lead
- Schools Representative (appointed by the Schools sector)
- Volunteer Representative
- Youth Representative
- Member with unspecified role, maximum three (3)

Plus, the following non-voting member:

- Middlesex Netball Development Officer

The roles and responsibilities of MCNA voting members shall be documented in the MCNA Role Descriptions.

- 6.3 All appointed/elected members of the MMC must be members of EN via MCNA, throughout their term on the MMC.
- 6.4 All elected members of the MMC may offer themselves for re-election at the AGM each year.
- 6.5 All appointed members will be made by a decision of the MMC and may offer themselves for re-appointment each year.
- 6.6 Recruitment to the MMC will be made against the skills required to deliver the Vision and Objects of MCNA.
- 6.7 The MMC members 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.

- 6.8 A person will no longer be a member of the MMC, and the position shall be vacated if she/he:
- 6.8.1 resigns the post by giving notice to the Chairperson; or
 - 6.8.2 is absent for more than three consecutive MMC meetings, without justifiable reason being accepted by the Honorary Officers and the Honorary Officers resolve that her/his position be vacated; or
 - 6.8.3 is required to resign by a majority vote of all other persons on the MMC; or
 - 6.8.4 becomes incapable, by reason of mental disorder, illness or injury, of managing her/his own affairs; or
 - 6.8.5 discloses an unspent conviction or is found to have a conviction for fraud, dishonesty, or theft. The MMC reserve the right to make a decision based on the perceived reputational risk to MCNA and the game.
 - 6.8.6 The Treasurer will no longer be a member of the MMC, 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).
- 6.9 The MMC shall meet not less than six times a year on dates determined by the MMC members. A quorum shall be a simple majority of five voting members of the MMC which must include at least two Honorary Officers. The dates, venues (including via an online platform) and start times of meetings shall be determined by the MMC collectively.
- 6.10 The Chairperson is responsible for ensuring MMC members receive accurate, timely and clear information.
- 6.11 The Chairperson shall chair all meetings of the MMC. In the absence of the Chairperson, the Vice-Chairperson if appointed will chair the meeting and failing that, MMC members present at the meeting will appoint one of their number to chair the meeting.
- 6.12 The MMC, collectively, may invite other people, including representatives of EN, to attend and speak at MMC 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.
- 6.13 Each voting member present at a meeting of the MMC shall have one vote. A matter will be carried if supported by a simple majority of the MMC voting members present. In the event of equal votes, the Chairperson shall have a further casting vote. An electronic referendum may be taken on a specific issue.
- 6.14 MMC 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.

- 6.15 Any MMC member absenting themselves from any discussion and/or voting in accordance with clause 6.14 above will not be counted as part of the quorum in any decision of the MMC on the matter under consideration.
- 6.16 The minutes of meetings of the MMC will be taken by the Secretary.
- 6.16.1 No minutes of meetings or copies of correspondence shall be passed to a third party without the prior permission of the Chairperson.
- 6.16.2 The minutes of meetings shall be stored digitally for a minimum of seven years in a secure location approved by the MMC and then passed to the MCNA Archive.
- 6.17 The MMC may establish Technical Support Groups (TSG) and Working Groups (WG) to assist and advise the MMC as appropriate.

The MMC may form the following as appropriate:

- County League
- Equality, Diversity and Inclusion (ED&I)
- Finance
- Governance and Compliance (County Plan, GDPR, Data Protection, Privacy, Safeguarding, Information Asset Register, Conflicts of Interest, Terms of Reference for MCNA and TSGs/WGs, Codes of Conduct, Role Descriptions, Complaints Policy, MCNA Archive, Version Control register)
- Officiating
- Performance
- Coaching
- Publicity, Website and Social Media Communication
- Registered Member Leagues
- Schools
- Volunteer
- Youth

The formation and responsibilities of the Technical Support Groups (TSG) and Working Groups (WG) shall be documented in the MCNA Terms of Reference.

- 6.18 The MMC may from time-to-time delegate certain areas of responsibility to a person who may or may not be a member of the MMC 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.
- 6.19 Members of the MMC/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 MCNA in keeping with the values of the sport.
- 6.20 Members of the MMC, its TSGs/WGs and any person duly appointed by MCNA to act with its authority shall be reimbursed by MCNA, in accordance with MCNA'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 MMC.

Role and Powers of the Middlesex Management Committee (MMC)

- 7.1 The MMC has the following authority, powers and principal roles:
- 7.1.1 Be responsible for the management of the affairs and for the success of MCNA.
 - 7.1.2 Make key decisions relating to strategy, finance and business management so that the objects set out in clause 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 MCNA.
 - 7.1.5 Adopt those rules, regulations, policies and resolutions of EN as applicable to members of MCNA.
 - 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. Fees for each year will be due on 1 September.
 - 7.1.8 Implement an organised approach to succession planning for the MMC and each TSG/WG so as to ensure an appropriate level of stability and continuity of MCNA.
- 7.2 The members of MMC shall, on a joint and several basis:
- 7.2.1 Ensure that MCNA complies with the terms of any contract with a third party; and
 - 7.2.2 Indemnify any member of the MMC who enters into a contract, approved by the appropriate budget holder, under clause 6.20 in respect of any reasonable expense 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 MMC will provide direction, support and guidance to its Registered Member Leagues to enhance the development of the sport.
- 7.4 The MMC has the power to make, amend or revoke competition regulations of the Middlesex County Netball League and all changes shall not be effective until approved at a meeting of the MMC.
- 7.5 Any action that may be taken by the MMC at a meeting may also be taken by a resolution consented to in writing or email by a simple majority of the MMC members provided that a copy of the resolution is sent to all voting members of the MMC.
- 7.6 Where a resolution has been circulated to a MMC 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 MMC member will be deemed to have abstained the resolution.

- 7.7 Members of the MMC 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 Middlesex County Netball Association

- 8.1 The Annual General Meeting (AGM) shall be held in June or July each year unless in the event of exceptional circumstance. The MMC shall determine the date and location (which may be via an online platform) of the AGM and formal notification will be posted on MCNA's website and sent in writing to all Members of MCNA at least 28 days in advance of the date of such meeting which will be deemed notice to all members.
- 8.2 Nominations to join the MMC must be received by the Secretary at least 21 days prior to the date of the AGM. Nominations may be made only with the consent of the person named. They must be accompanied by the names of the proposer and seconder in each case. All parties must be current members of England Netball and MCNA.
- 8.3 Any proposal to amend the Constitution must be received in writing by the Secretary at least 21 days before the meeting together with the names of the proposer and seconder, who must both be current members of England Netball and MCNA. Amendments may be proposed in the name of the MMC.
- 8.4 All proposals or other business must be received in writing by the Secretary at least 21 days prior to the date of the AGM.
- 8.5 Formal Notice of the AGM together with a copy of the Agenda, all proposals, details of Nominations and MMC reports shall be circulated in writing not less than 14 days prior to the date of such a meeting, to all Members listed in clause 5.1 above.
- 8.6 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 or a nominated member of the MMC will preside over the meeting.
- 8.7 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 annual statement of accounts
 - iv. To elect or re-elect members of the MMC
 - v. To appoint an independent accountant to examine the Financial Records
 - vi. To consider any proposed Motion submitted in writing 21 days before the date of the General Meeting, which has been proposed and seconded by two members of MCNA entitled to vote at General Meetings.
 - vii. To notify members of MCNA Membership Fees for each EN membership category.
 - viii. To consider any proposed amendments to this Constitution put forward by the MMC or any voting member of MCNA subject to clause 8.3 above.

- ix. Any other relevant business notified in advance and subject to clause 8.4 above.
 - x. To present Awards (including County League Winners, MCNA trophies, MCNA Swords Awards, MCNA Long Service Awards, MCNA Special Recognition Awards and Honorary Vice Presidents)
- 8.8 Members of MCNA, MCNA Honorary Vice Presidents and representatives of member leagues, clubs, schools and/or educational trusts, colleges and universities are entitled to attend General Meetings. They may speak but are not entitled to vote unless they are:
- i. a current member of the MMC; or
 - ii. the representative of a Registered Member League situated within the County Boundaries; or
 - iii. the representative of a Member Club; or
 - iv. the representative of a Member School, College or University
- 8.9 No person attending shall be permitted to more than one individual vote.
- 8.10 Proxy Voting is not permitted.
- 8.11 A quorum of a General Meeting shall be 15 voting members in person.
- 8.12 A minimum of 14 days notice of all General Meetings shall be given to all Member Clubs, Schools and/or Educational Trusts, Colleges and Universities.
- 8.13 At General Meetings all resolutions, except changes to the Constitution (see clause 17.2), 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.
- 8.14 Election of Honorary Officers and MMC members
- 8.14.1 Shall be made by simple majority of those present and entitled to vote.
 - 8.14.2 Should there be no written nominations for vacant MMC positions by the notice period, volunteers can be proposed at the meeting and referred to the MMC.
- 8.15 The President is a role appointed by a decision of the MMC and notified at the AGM.
- 8.16 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 MMC to take the minutes.
- 8.17 An Extraordinary General Meeting (EGM) may be requested at any time:
- An EGM may be convened by order of the MMC, or upon written request to the Secretary from 20 members or more of those entitled to vote at a general meeting.
- 8.17.1 Each requisition shall state the purpose for which a meeting is required and shall set out any resolution which it is desired to propose.

- 8.17.2 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.
- 8.17.3 If the MMC 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.

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 MMC Responsibilities

- 10.1 The MMC shall determine and be responsible for the application of MCNA Finance Policy.
- 10.2 The MMC is a 'not for profit' organisation, all funds generated will be paid towards the furtherance of its Objects.
- 10.3 The MMC shall nominate signatories for the County Bank Account/s. All outgoing payments (electronic or cheques) shall be authorised by one of the nominated signatories appointed by the MMC.
- 10.4 The MMC shall commission accurate accounting records for MCNA to be kept that are sufficient to show and explain MCNA's transactions and disclose with reasonable accuracy, at any time, the financial position.
- 10.5 The Financial Year shall end on 30 April.
- 10.6 The MMC 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 MCNA and of the surplus or deficit of MCNA for that period.
- 10.7 The annual accounts shall be scrutinised by an independent examiner, appointed by the MMC, who has the requisite ability and experience to carry out a competent financial examination.
- 10.8 The accounting records shall be kept at such place as is determined by the MMC and must be retained for a minimum period of seven years.
- 10.9 The MMC is also responsible for safeguarding the assets of MCNA and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

- 10.10 All funds or other property of MCNA shall not be paid to or distributed among members of the MMC, with the exception of clause 10.11 and the Dissolution clause 14 below.
- 10.11 Payments to individuals as a contract for services shall be sanctioned by the MMC. All responsibility for declaring payment of tax to HM Revenue and Customs rests with the individual.
- 10.12 MCNA 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 MMC, TSGs and WGs shall be indemnified out of the assets of MCNA 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 MCNA.
- 11.2 The indemnity in clause 11.1 above only applies if the person acted honestly and in good faith and in the best interests of MCNA. 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 are unable to resolve it between themselves, then the dispute shall be referred to England Netball for a decision to be made regarding its suitability for mediation. If suitable, a mediation will be authorised with a neutral and independent mediator appointed by England Netball.

13. Complaints and Disciplinary Powers

- 13.1 The MMC shall determine and be responsible for the application of the MCNA Complaints Policy.
- 13.2 MCNA adopts the EN Disciplinary Regulations which shall apply to and bind all members of MCNA and all persons and entities participating in any way in activities controlled and/or sanctioned by MCNA. MCNA shall have the power to discipline such persons and entities who breach those Regulations.
- 13.3 The MMC 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 MCNA, a resolution was passed calling for the dissolution of MCNA, 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 MMC shall thereupon, or at such date as shall have

been specified in the resolution, proceed to realise the assets of MCNA and discharge all debts and liabilities.

- 14.3 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 MCNA 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.
- 14.4 MMC 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

MCNA County Plan
MCNA Complaints Policy
England Netball Disciplinary Regulations
MCNA Data Protection Policy
MCNA Privacy Policy
MCNA Information Asset Register
MCNA Finance Policy
MCNA Role Descriptions
MCNA Terms of Reference

With further reference to the MCNA Documents – Version Control Register for a record of all MCNA’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 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.