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**THE COMPANIES ACTS 1931 – 1993
PRIVATE COMPANY LIMITED BY GUARANTEE
AND HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

INTERNATIONAL NETBALL FEDERATION LIMITED (“the Company”)

1. PRELIMINARY

1.1 The articles contained in Table A in the Schedule to the Companies (Memorandum and Articles of Association) Regulations 1988 shall not apply to the Company and the following shall constitute the articles of the Company.

1.2 In these Articles:

"Act" means the Companies Acts 1931 to 1993 including any statutory modification or re-enactment thereof for the time being in force in the Isle of Man.

"AGM" shall mean the Annual General Meeting of the Company.

"Associate Member" shall mean those National Netball Associations and others who have been admitted to membership on the terms of these Articles and issued with redeemable shares of £1 each in the capital of the Company.

"Board" shall mean the Board of Directors of the Company who shall be the executive body administering the affairs of the Company in between meetings of Congress.

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"Chairperson" in relation to any meeting shall mean the President of the Company or as otherwise specified herein.

"Chief Executive Officer" shall mean a person appointed by the Board from time to time as provided for in Article 23.

"Congress" shall mean the meeting of Members and Directors taking place once every two years (or more often if so called by the Board or by the requisite majority of the Members) as provided by Article 9.

"Director" shall mean a member of the Board of Directors.

"Full Member" shall mean a National Netball Association that has been admitted to membership of the Company in accordance with Article 3.1 (and who for the purpose of the Act will be deemed a guarantee member).

"Handbook" shall mean the handbook published and issued by the Company from time to time containing such general information concerning the affairs of the Company and the sport of Netball as shall be determined by the Board (and shall not in itself create any binding obligations).

"Members" shall mean Full and Associate Members only.

"National Netball Association" shall mean the body (whether incorporated or not) recognised by the Company as the sole controlling and governing body for Netball in a country.

"Netball" shall mean the sport generally known as and referred to as Netball and played under and in accordance with the Rules of Netball.

"Ordinary Members" shall mean those persons (or their assigns) who hold ordinary shares of £1 each in the capital of the Company, allotted on incorporation, on trust for the Full Members.

"Ordinary Resolution" shall mean any resolution duly passed at any meeting of the Company by more than 50% of those people attending and entitled to vote, or in the case of a written resolution approved by more than 50% of the people entitled to receive a copy of the resolution.

"Region" shall mean one of the following geographical areas of the world: Africa, Asia, Europe, Oceania, and the Americas.

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"Regional Federation" shall mean a federation of Members from each Region recognised by the Company as such.

"Rules of Netball" shall mean the rules for playing Netball from time to time published by the Company, including specifications for Netball courts and playing equipment, in the form determined by Congress.

"Regulations" shall mean those rules of procedure, administration, interpretation and such other matters deemed necessary or desirable which are published and issued by the Company in the form determined by the Board from time to time which shall be binding on the Members and the Company from the date of adoption by the Board.

"Special Resolution" shall mean any resolution duly passed at any meeting of the Company by 75% or more of those people attending and entitled to vote, or in the case of a written resolution approved by 100% of the people entitled to receive a copy of the resolution.

"Subscription" shall mean those fees payable to the Company as provided for in Article 8.

Words importing the singular number only shall include the plural number, and vice versa; and words importing the feminine gender only shall include the masculine gender; and words importing persons except the word "individual" shall include federations, corporations and other organisations whether incorporated or unincorporated;

Unless defined above as the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act.

Where any conflict appears between the contents of these Articles and the Regulations the provisions of these Articles shall prevail.

2. LANGUAGE

2.1 The official language of the Company shall be English.

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3. MEMBERSHIP

3.1 FULL MEMBERS

- (a) Any National Netball Association, which is a current financial member of a Regional Federation, or applying to be one, is eligible for Full Membership of the Company and may apply to the Company for admission as a Full Member. Such application shall be made in writing signed on behalf of the applicant by a duly authorised officer or employee of the Applicant and shall be in such form as the Board shall from time to time prescribe and shall 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 hereof);
 - (ii) evidence that it is the body recognised as the sole controlling body of the game of Netball in its own country;
 - (iii) a list of the names, addresses, telephone and fax numbers (if applicable) of the principal office holders of the applicant and where appropriate its most senior employee;
 - (iv) the most recent annual accounts of the applicant;
 - (v) an affiliation fee in the amount laid down in the regulations.
- (b) Where there is no functioning Regional Federation, a National Netball Association may, with the approval of the Board, apply for membership.
- (c) Applications for Full Membership of the Company shall be considered, and if thought appropriate, approved by a vote of Full Members at Congress or by way of a written resolution circulated to all Full Members. If an application is to be considered at a Congress then it must be received by the Company not less than 45 days before the date of the Congress at which the application is to be considered. The Board shall review all applications for Full Membership and make recommendations as to acceptance and any other relevant matter regarding the said application.

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- (d) Applications for Full Membership shall be accepted, if approved, by a Special Resolution. The Full Members shall be entitled to refuse membership as they shall in their absolute discretion decide and without any obligation to give any reason therefore.

3.2 **ASSOCIATE MEMBERS**

Any National Netball Association, which is a financial member of a Regional Federation, or applying to become one, which is not admitted as a Full Member (for any reason), or where there is no National Netball Association in any country, that body or bodies who are in the opinion of any Full Member or Government agency in that Region or any other body that the Full members determine could usefully contribute to the business of the company, may be eligible to be an Associate Member.

3.3 **MEMBERSHIP (GENERAL)**

- (a) In the event of the Board recommending an applicant for Membership which is to be considered at Congress, the Board may invite up to two delegates of the applicant to attend Congress, at which the decision is to be taken, as observers and to address the meeting with a brief statement in support of their application.
- (b) Membership, if approved, shall take effect immediately upon the close of the meeting at which it was approved or the date of any written resolution as appropriate.
- (c) Membership of the Company and the rights attaching to Membership shall not be transferable.
- (d) Applicants for Associate Membership shall provide the Company with such of the information specified in the case of an application for Full Membership as they shall be able (and as is appropriate) or such other information as shall be required by the Board and shall likewise apply and have their application determined in the manner applicable to Full Membership.
- (e) Members shall make reasonable efforts to keep the Company informed of the up to date contact details including the names, addresses, telephone and facsimile numbers of their principal office holders.

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4. REGIONAL FEDERATIONS

- (a) There shall be a Regional Federation established for each Region consisting of the Members located in each Region. In the event of a dispute as to the exact extent and scope of any of these geographical areas or to which Regional Federation a Member should belong, the decision of the Board shall be final and binding.
- (b) Regional Federations shall assist in implementing the policies of the Company in their respective Regions.
- (c) Regional Federations must observe the general and fundamental principles and objects, resolutions and policies of the Company.
- (d) The time and place of meetings and the manner in which Regional Federations conduct themselves shall be as determined by the Regional Federation and shall comply with the provisions of these Articles and each Regional Federation shall act consistently with them.
- (e) Full members of a Regional Federation who are Full members of IFNA shall elect a Director from their Region to be appointed to the Board.
- (f) Each Regional Federation shall notify the Company sixty (60) days prior to Congress who is their elected Director.

5. MEETINGS OF THE COMPANY

- 5.1 There shall be held a Congress once every two years at a date and place to be determined by the Board and notified to the Members in accordance with the provisions of Article 10 below.
- 5.2 The business specified by the Act to be conducted at an Annual General Meeting each year (the laying before Full Members of the accounts and the appointment of auditors) shall be dealt with by way of the written resolution procedure in the same manner as is applicable to the other meetings specified below.
- 5.3 The Board shall meet as often as they decide is necessary or desirable for the efficient operation of the Company, but in any event shall meet at least once a year.
- 5.4 A resolution in writing approved and signed by the requisite majority of the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and

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effectual as if it had been passed at a meeting of Directors or, as the case may be, a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.

- 5.5 Where a written resolution has been duly sent to a Director (or in the case of an application for Full Membership under 3.1 (b) to a Full Member) by or on behalf of the Chairperson and has not been received back by the Company (within 30 days of being sent) that Director or Full Member, as the case may be, shall be deemed to have approved and signed the said resolution.
- 5.6 Where the Chairperson determines that it is appropriate to do so meetings of the Board may be held by telephone or video conference or by any other like facility provided that each Director is given notice of the meeting and if they wish to participate are able to effectively participate in the meeting and can properly follow the proceeding and contribute thereto (provided that at least one meeting each year of the Board is called and takes place with the personal attendance of Directors).

6. RIGHTS OF MEMBERS

- 6.1 Any Member shall be entitled to have included on the agenda of Congress any matter, motion or proposal. Such matter, motion or proposal shall be accompanied by an explanatory statement in summary form, which must be distributed with the notice of the said meeting.
- 6.2 All proposals submitted by a Member for consideration at Congress must be received by the Company not less than 60 days prior to the relevant meeting at which they are to be discussed.
- 6.3 Each Full Member shall be entitled to appoint two delegates to attend at Congress. Each Full Member shall be entitled to one vote at Congress (that is one vote per Full Member and not one vote per delegate). In addition each Full Member shall be entitled to appoint one further person to attend Congress as an observer who shall have no entitlement to vote or speak (except that an observer shall be allowed to speak with the permission of the Chairperson).
- 6.4 Associate Members shall have the right to receive notice of and to send one representative to Congress but shall have no automatic right to speak and no right to vote. Associate Members shall be entitled to speak in support of any motion of which they gave due notice and appears on the Agenda.

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Associate Members may speak on other matters only with the permission of the Chairperson.

- 6.5 At meetings of the Company an individual may only represent (either as delegate or observer) one Member, and may not vote or speak on behalf of another Member (except as a duly appointed proxy of another Member), and shall if required produce to the Board evidence sufficient to satisfy the Board that she is a properly appointed delegate of the Member that she claims to represent.
- 6.6 At meetings of the Company, Directors shall not be permitted to represent a Member in any capacity whatsoever.
- 6.7 Full Members shall be entitled to participate in the Netball events organised by or on behalf of the Company and shall be subject to the rules governing such events.

7. CESSATION AND SUSPENSION OF MEMBERSHIP AND DISCIPLINARY MATTERS

- 7.1 A Member wishing to resign from the Company must give notice in writing to be received by the Company not later than 3 calendar months before the end of the current financial year, and in default will be held liable for the Subscription for the next financial year.
- 7.2 Any Member who fails to pay its subscription by 31 January for that year may automatically be suspended from membership. The Board may allow a Member to remain affiliated to IFNA, subject to any conditions imposed by the Board for a period of two years in cases of hardship, resulting from circumstances outside a Members control e.g natural disaster. Any Member who fails to pay its membership subscriptions at the end of two years will automatically be suspended.
- 7.3 If a suspended Member shall not have paid its arrears of Subscription by the end of the calendar year in which its suspension commenced, then that Member shall cease to be a Member with automatic effect.
- 7.4 A former Member whose rights have been revoked or terminated in accordance with this Article shall be entitled to reapply for membership in accordance with these Articles and on such terms as to payment of any outstanding past Subscription(s) and security for future Subscriptions as the Full Members shall in their absolute discretion determine and subject to any other conditions imposed by the Board.

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- 7.5 Any Member may be suspended or expelled from Membership or otherwise sanctioned in accordance with the Disciplinary rules set out in the Regulations.
- 7.6 During the period of such suspension under these Articles the suspended Member may not attend, speak or vote at any meeting of the Company or participate in the governance of the Company (including participating in the activities of a Regional Federation) in any capacity or have any representative team take part in any Netball events sanctioned by the Company.

8. SUBSCRIPTIONS

- 8.1 Each Full Member shall pay an affiliation fee on joining and an annual subscription towards the outgoings, costs and expenses of the Company. The amount of the annual Subscription shall be determined by the Board and notified to Members by the 30TH June in each year.
- 8.2 Subscriptions shall be due and payable by 31st January in any calendar year and the Board shall be entitled to adopt a policy for rewarding early payment by granting a discount on the Subscription.

9. CONGRESS

- 9.1 The Board shall ensure that a Congress is held once every two years.
- 9.2 The Board may whenever it thinks fit convene a Special Congress (in addition to the Congress to be held every two years) and a Special Congress shall also be convened within 120 days of the receipt of a written request to that effect given by Full Members representing at least one-fifth of all the Full Members at the time of giving the said notice. References in these Articles to Congress shall where the context admits include references to any Special Congress.
- 9.3 Any requisition for a Special Congress shall specify the object of the meeting and any resolution or motion to be proposed thereat.
- 9.4 Congress shall be the supreme governing body of the Company whose principal functions shall be
 - 9.4.1 To make amendments to the Company's Memorandum and Articles of Association;
 - 9.4.2 To make changes to the Rules of Netball;

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9.4.3 To elect and remove members of the Board.

10. NOTICE OF CONGRESS, AND ANNUAL GENERAL MEETINGS

- 10.1 All Congress shall be called by at least 90 days' notice but any Congress may be called by shorter notice if it is so agreed by 95% of the Full Members entitled to attend and vote thereat.
- 10.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted (including but not limited to calling for nominations for any elections to be held in accordance with these Articles).
- 10.3 Notices of Congress shall be given to all Members and Directors.
- 10.4 Not less than 45 days before the date of Congress the agenda of that meeting shall be despatched to all Members and Directors and shall comprise:
 - (a) the minutes of the previous Congress and notice of a motion to approve the said minutes and consider any matters arising there from at the forthcoming Congress;
 - (b) the report of the Board;
 - (c) the details of any applications for membership to be considered at any Congress;
 - (d) notice and details of any motion to be considered at Congress for which due notice has been received by the Company;
 - (e) notice and details of any other proposals to be considered;
 - (f) details of the proposed date and place of the next Congress;
 - (g) details of any other competent business to be considered.
- 10.5 The accidental omission to give notice of Congress to, or the non-receipt of notice of Congress by, any person entitled to receive notice shall not invalidate the proceedings at that Congress.
- 10.6 If elections are to be held at a Congress, then the notice shall state which positions are to be subject to election, together with a summary of the requirements for nomination.

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11. PROCEEDINGS AT CONGRESS

- 11.1 No business shall be transacted at any Congress except the adjournment of that Congress unless a quorum is present when Congress proceeds to business.
- 11.2 10 Full Members present by virtue of the attendance of their duly appointed delegate or delegates shall constitute a quorum for a Congress.
- 11.3 If such a quorum is not present within one hour from the time appointed for Congress, or if during Congress such a quorum ceases to be present, Congress shall stand adjourned until a time and place to be fixed by the Board, notice of the adjourned Congress to be given in accordance with the provisions relating to notices in these Articles.
- 11.4 The President shall preside as Chairperson at every Congress. If she is not present within fifteen minutes after the time appointed for the holding of Congress one of the members of the Board chosen by Congress shall chair Congress, or if no such member thereof be present, or if all members of the Board present decline to take the chair, the persons present and entitled to vote shall choose one of their number present to take the chair.
- 11.5 The Chairperson of Congress may, with the consent of Congress at which a quorum is present (and shall if so directed by in excess of one half of all the votes properly cast) adjourn Congress from time to time, and from place to place, (notifying Congress of the time, date, and place of the adjourned Congress) but no business shall be transacted at any adjourned Congress other than business which might properly have been transacted at Congress had the adjournment not taken place. Whenever such Congress is adjourned for 45 days or more, notice of the adjourned Congress shall be given in the same manner as for the original Congress.
- 11.6 Save as aforesaid, Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Congress.
- 11.7 A resolution put to the vote at Congress may, at the discretion of the Chairperson, be decided on a show of hands, a poll or secret ballot. A poll may be demanded by at least two persons present and entitled to vote.
- 11.8 Unless a poll is duly demanded, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that

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effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 11.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 11.10 Any person making a positive contribution to Netball world-wide or otherwise believed to be in a position to assist the Company may be invited by the Board to attend any Congress as an observer and to address the Congress on any topic relevant to the business to be discussed at Congress. Such invitation may be challenged by any Full Member whereupon a vote shall be taken to determine whether the invitee shall or shall not be entitled to attend and/or speak and if by Special Resolution it is resolved that the said invitee shall not be entitled to attend and/or speak the relevant privilege(s) shall be withdrawn. The provisions of this Article shall not be utilised to permit additional representatives of Members to attend, or to facilitate an attendance by or on behalf of a suspended or former Member or a disqualified member of the Board.
- 11.11 The Chairperson shall permit amendments to motions and additional motions not notified to Members prior to Congress (urgent business) in accordance with the provisions of the Regulations.
- 11.12 The Directors shall not be entitled to vote at Congress save that the Chairperson shall have a casting vote in the case of equality of voting at these Meetings.

12. BOARD OF DIRECTORS AND OFFICE HOLDERS

- 12.1 The Board of Directors shall be nine (9) in number and shall at all times be comprised of:
- (i) A President, Vice-President, and a Finance Director elected in accordance with Article 13;
 - (ii) Five Directors from Five Regions appointed in accordance with Article 4 (e);
 - (iii) One Director elected in accordance with Article 13.

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- 12.2 Directors shall not be entitled to vote at Congress (save for any Chairpersons casting vote).
- 12.3 In the event of a vacancy on the Board, other than for a Director appointed by a Regional Federation the Board shall call upon Full Members to nominate a replacement and to register a postal vote to elect a replacement to hold office for the remainder of the term.
- 12.4 In the event of a vacancy on the Board of a Director appointed by a Regional Federation, the Board shall call upon the relevant Regional federation to elect a replacement to hold office for the remainder of the term.
- 12.5 Directors shall each be entitled to one vote at Meetings of the Board.
- 12.6 The Chairperson of the Board shall have a deliberative vote as well as a casting vote at Meetings of the Board.

13. ELECTIONS AND TERM OF OFFICE

- 13.1 Nominations for elected Board members must be received by the Company not less than 60 days before the date of the Congress at which the election is to be held.
- 13.2 No nomination shall be accepted as valid unless:
 - 13.2.1 It is proposed by a Full Member, seconded by another Full Member in accordance with the nomination form prescribed in the Regulations;
 - 13.2.2 The Company has received, before the election takes place, a statement signed by the nominee confirming willingness to stand; and
 - 13.2.3 The Company has received, before the election takes place, a statement from the nominee confirming either that she has no pecuniary interest in the game of Netball, or if she does have such interests then setting out in full the nature and extent of those interests. In the event of the latter, then such statement shall accompany the papers distributed for the Congress.

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- 13.3 Details of nominations received shall accompany the papers distributed for the Congress at which the elections are to be held. This shall comprise:
- (i) a list of all valid nominations;
 - (ii) any statement of pecuniary interest;
 - (iii) a curriculum vitae in support of the candidate's nomination.
- 13.4 The election of the Non-Regional Director shall be held at the end of Congress.
- 13.5 Prior to the election, all nominees shall be given an opportunity to address Congress, such address being no longer than 5 minutes. Congress shall have no longer than 15 minutes to ask any questions of the nominees.
- 13.6 All elections shall be conducted by secret ballot.
- 13.7 The election for the post of President shall be conducted first. If there is only one candidate then she shall be declared elected. On a contested election for President the election process detailed under Article 13.14 below shall be used to decide the election.
- 13.8 The election for the post of Vice President shall follow the election of the President. If the elected President was also a candidate for the post of Vice President, then she shall automatically be removed from the ballot for the election of the Vice President.
- 13.9 On a contested election for Vice President the election process detailed under Article 13.14 below shall be used to decide the election.
- 13.10 The election for the post of Finance Director shall follow the election of the Vice President. If the elected President and/or Vice President were also a candidate for the post of Finance Director, then she shall automatically be removed from the ballot for the election of Finance Director.
- 13.11 On a contested election for Finance Director the election process detailed under Article 13.14 below shall be used.
- 13.12 The election for the Director not occupying a post shall follow the election of the Finance Director.

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- 13.13 On a contested election for the Director not occupying a post the election process detailed under Article 13.14 below shall be used to decide the election.
- 13.14 If a contested ballot is held, the elected candidate must receive more than one half of the votes duly recorded. If there are more than two candidates participating in a ballot and no one candidate receives in excess of one half of all the votes duly recorded, then a further ballot or ballots shall be held. On each subsequent ballot the candidate who has received the least number of votes on the previous ballot shall be automatically removed from further ballots for that position. The process of subsequent ballots and the removal from the next ballot of the candidate securing the least number of votes at the previous ballot(s) shall continue until one candidate secures in excess of one half of all the votes properly recorded. That person shall then be declared elected. If in any ballot two or more candidates have an equal number of votes and one of them has to be excluded from further ballots, that candidate amongst them who had the least number of votes at the previous ballot at which they had not an equal number of votes shall be excluded.
- 13.15 The term of office of the Board will be 4 years.
- 13.16 Members of the Board shall hold office from the time of their election until the end of Congress or Championship at which the elections are held.
- 13.17 In the event that there is no nomination the Chair shall call for nominations from the floor of Congress.

14. VOTING

- 14.1 Full Members shall be entitled to vote by delegate or by post, in respect of any matter of which due notice has been given and is to be decided at a Congress. All postal votes are required to be lodged with the Company fourteen days prior to Congress.
- 14.2 Changes to the Rules of Netball or the Company's Memorandum of Association and these Articles of Association may only be effected by a Special Resolution of Congress.
- 14.3 Save where expressly stated otherwise a resolution shall be deemed to be carried if it receives in excess of one half of all the votes properly recorded at a general meeting, for these purposes all such resolutions shall be considered Ordinary Resolutions unless otherwise stated.

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15. POWERS OF THE BOARD

15.1 Subject to the provisions of the Act, the Company's Memorandum of Association and these Articles of Association and to any directions given by Special Resolution, the business of the company shall be managed by the Board who may exercise all the powers of the Company. Such business to include but not limited to:

- (a) reviewing the progress of the Company;
- (b) reviewing the policies of the Company;
- (c) considering a strategic plan for the future of the Company;
- (d) adopting and amending the Regulations;
- (e) marketing and promoting Netball worldwide and the Company's approved events;
- (f) preparing the Company's annual budget;
- (g) having included on the Agenda of Congress any matter, motion or proposal.

15.2 The Board may resolve that by power of attorney or otherwise they shall appoint one of their number to be the agent of the Company for such purposes and on such conditions as they determine.

15.3 The Board may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as it thinks fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

15.4 The Board may establish committees which may consist of one or more of their number and/or individuals who in their opinion are considered fit to perform such functions. The said committees may include but shall not be limited to committees covering the following areas:

Administration, Competition Officiating, Technical Development, Rules of Netball, Marketing, Coaching, Development, Disciplinary and Appeals, Medical and Doping, Umpiring.

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- 15.5 The Board shall have power to issue and allot shares including redeemable shares and to make a payment in respect of the redemption of the Company's shares. Redemption of any redeemable share shall occur forthwith on notice to the holder being given by the Board.
- 15.6 The Board shall be responsible for preparing annually an audited statement of accounts and balance sheet relating to the Company's activities.

16. PROCEEDINGS OF MEETINGS OF THE BOARD

- 16.1 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A member of the Board may, and the Chief Executive Officer at the request of a member of the Board shall, call a meeting of the Board. Questions arising at a meeting shall be decided by a majority of votes.
- 16.2 The quorum for the transaction of the business of the Board shall be 5 of which at least one shall be the President, Vice President or Finance Director.
- 16.3 The continuing members or member of the Board may act notwithstanding any vacancies in their number, but, if the number of members of the Board is less than the number fixed as the quorum, the continuing member or members of the Board may act only for the purpose of filling vacancies or of calling a Congress.
- 16.4 In the absence of the President, the Board may appoint one of its number to be the Chairperson of the Board and may at any time remove her from that role.
- 16.5 All acts done by the Board, or of a committee of the Board, or by a person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board or that any of them was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board and had been entitled to vote.
- 16.6 Save as otherwise provided by the Articles, a member of the Board shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which she has directly or indirectly, a pecuniary interest or duty which is material and which conflicts or may conflict with the interests of the Company unless her interest or duty arises

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only because the case falls within one or more of the following paragraphs:

- (a) The resolution relates to the giving to her of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by her for the benefit of the Company, or any of its subsidiaries;
- (b) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the member of the Board has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security.

For the purposes of this Article, a pecuniary interest of a person who is connected with a member of the Board shall be treated as a pecuniary interest of the member of the Board.

16.7 A member of the Board shall not be counted in the quorum present at a meeting of the Board in relation to a resolution on which she is not entitled to vote.

16.8 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a member of the Board to vote, the question shall be referred to the Chairperson of the meeting and her ruling shall be final and conclusive.

17. DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE BOARD

A duly elected Director shall be deemed to have vacated office if:

- (a) she ceases to be a member of the Board of Directors by virtue of any provision of the Act or she becomes prohibited by law from being such a member; or
- (b) she becomes bankrupt or makes any arrangement or composition with her creditors generally; or
- (c) an order is made by a court having jurisdiction (whether in Isle of Man or elsewhere) in matters concerning mental disorder for her detention or for the appointment of a receiver, liquidator or other person to exercise powers with respect to her property or affairs; or
- (d) she resigns her office by notice to the Company; or

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- (e) she shall for more than six consecutive months have been absent without permission of the members of the Board from meetings of the Board held during that period and the members of the Board resolve that her office be vacated; or
- (f) has been convicted of a criminal offence (other than a motoring offence not resulting in a custodial sentence) and the Board has by Ordinary Resolution determined that she shall resign.

18. REMUNERATION OF MEMBERS OF THE BOARD

Members of the Board shall not be entitled to payment for their services as Directors but may be reimbursed for expenses incurred in legitimate work for the Company, if such expenses have been authorised in advance and conform to the criteria for expenses set by the Board.

19. THE BOARD'S APPOINTMENTS AND INTERESTS

19.1 A Member of the Board shall be obliged to disclose all (direct or indirect) material and pecuniary interests they have in any matter to be discussed and, subject to the provisions of the Act, a member of the Board notwithstanding her office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of her office, be accountable to the Company for any benefit which she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

19.2 For the purposes of these Articles;

- (a) a general notice given to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any

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transaction or arrangement in which a specified person or class of persons is interested, shall be deemed to be a disclosure that the member of the Board has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect her to have knowledge shall not be treated as an interest of hers.

20. COMMITTEES

- 20.1 Subject to the provisions of the Regulations, committees shall carry out such duties as determined by the Board and they shall be responsible to their appointing body and report to them from time to time and upon the request of the appointing body.
- 20.2 The Chairperson of each committee shall be elected by the members of that committee.
- 20.3 Committees and their members (including the appointment of Chairperson) may be reconstituted as and when the Board sees fit.
- 20.4 Insofar as these Articles do not regulate the proceedings of committees, the proceedings of a sub-committee shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying.
- 20.5 Committee Chairpersons may be invited to attend Board meetings by the relevant body when matters within the competence of the relevant committee are to be discussed. They shall have consultative powers only.

21. MINUTES

The Board shall ensure that minutes are recorded and books kept in relation to:

- (a) all appointments made by the Board; and
- (a) all proceedings at meetings of the Company whatsoever, including General Meetings, the Board and any committee, such minutes shall include details of those present, the location, the time and the date of meeting.

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22. CHIEF EXECUTIVE OFFICER

A Chief Executive Officer shall be appointed by the Board and employed by the Company for such term and upon such conditions as it may think fit to perform the day to day administration and management of the Company's affairs and such other tasks as the Board shall determine from time to time. The Board may remove such a person from the employ of the Company, subject to the terms of her contract of employment or other terms of engagement and any other legal obligations, as they see fit. She shall be entitled to attend and to speak at all meetings of the Company.

23. WINDING UP

If upon winding-up or dissolution of the Company, whether by virtue of a Special Resolution of the Full Members or as otherwise, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed among the Full Members of the Company but shall either be:

- a) transferred to some other world governing body with objectives similar to the Company which furthers and develops amateur sport and prohibits the distribution of its income and property or an extent at least as great as is;
- b) transferred to a third party professional Trustee in the Isle of Man or in the country in which the Company's secretariat are situated, to be held in trust until the International Federation of Netball Associations is re-established supreme court of the country in which the Company's Secretariat are situated to be held in trust until the International Federation of Netball Associations is re-established.

24. NOTICES

- 24.1 Any notice to be given to or by any person pursuant to these Articles may be in writing or in any form of electronic communication whereby proof of receipt can be established.
- 24.2 A Member shall be deemed to have received notice of any meeting in the event that an authorised representative of that Member was present at that meeting.
- 24.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted by registered post shall be conclusive evidence that the notice was given. A notice shall be

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deemed to be given at the expiration of 30 days after the envelope containing it was posted.

24.4 Notices to be served on the Company shall be served on the office of the Secretariat.

25. ACCOUNTS

25.1 The Board shall ensure that the accounting records of the Company are kept in accordance with the provisions of the Act.

25.2 The financial year of the Company shall be 1st January to 31st December.

25.3 The reporting currency of the Company shall be pounds sterling.

25.4 Accounting records shall be kept at the office of the Company or, subject to the approval of the Board, at such other place or places as the Board sees fit.

25.5 Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more properly qualified auditor or auditors.

25.6 The Board shall ensure that the annual statement of accounts and balance sheet be prepared and audited as soon as practicably possible after the financial year end to which the accounts relate, and in any event not later than three months from the financial year end. The Board shall arrange for a full copy of the profit and loss account, balance sheet and auditor's report to be dispatched to all Members not later than 30 days after the receipt of the auditor's report.

26. INDEMNITY

26.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board, the Members Council or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, but this Article shall only have effect in so far as its provisions are not avoided by Section 151 of the Act.

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- 26.2 The Board shall have power to purchase and maintain for any member of the Board or other officer of the Company, insurance against any such liability as is referred to in Section 151(a) of the Act.