



**PNG NETBALL FEDERATION INC.
CONSTITUTION**

Association Incorporation No.:5-5634

Incorporated 3rd May 2013

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PART I - OBJECTS & POWERS

1. NAME & REGISTERED OFFICE

- a) The name of the incorporated association shall be called **PAPUA NEW GUINEA NETBALL FEDERATION INCORPORATED** which hereinafter may also be referred to as PNG Netball Inc. **PNG Inc**
- b) The registered Office of PNG Netball shall be at such place or places as determined by the Board and as notified to the Registrar of Companies as required from time to time.

2. OBJECTS

PAPUA NEW GUINEA NETBALL INC. is an **incorporated under the Association Incorporated Act** under the Companies Act 1997 and the objects are:

- a) to administer, promote and develop the sport of Netball in Papua New Guinea (PNG);
- b) to foster, encourage and support the game of Netball in PNG in accordance with the International Netball Federation Limited (INF)
- c) to undertake any activity and provide such amenities to assist in the promotion and development of Netball domestically, regionally and internationally;
- d) to make Regulations and enforce Rules for the control of the game of Netball in PNG;
- e) to establish, promote, stage and sanction Domestic, National, Regional, International and other netball competitions in PNG and to determine such rules and competitions;
- f) to establish and conduct education and training programs for the development and training of players, technical officials (coaches, umpires, bench officials, administrators, volunteers) in the implementation and interpretation of Netball Rules and Standards;
- g) to encourage and promote netball as a sport to be played in a manner which upholds the principle of fair play and is free from performance enhancing drugs;
- h) to formulate, implement, monitor and evaluate appropriate policies and procedures to better regulate the administration of the game of Netball to act as the final arbiter on all matters pertaining to the conduct of Netball in PNG including disciplinary matters;
- i) act in good faith and loyalty to ensure the maintenance and enhancement of PNG Netball, its standards, quality and reputation for the benefit of members and the sport of Netball.

3. POWERS

The powers of Papua New Guinea Netball are to:-

- a) make financial decisions, control, raise money including investments in the interest of PNG Netball **Federation**;
- b) determine, raise and receive money through subscription fees, registration fees, levies, gate charges, government funding, donor funding, sponsorship etc,
- c) facilitate and control the construction, maintenance and alter any buildings, premises or facilities (including Netball infrastructure and facilities) and carry out works it

- considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- d) determine regulations, policies and procedures for the governance and management of Netball in PNG;
 - e) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
 - f) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with PNG Netball;
 - g) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of PNG Netball
 - h) be a member and contribute to the administration and promotion of Oceania Netball Federation and International Netball Federation;
 - i) be a member, affiliate or be associated in any other way with any organisation which has objects which are similar, in whole or in part, to that of PNG Netball;
 - j) determine who are its Members;
 - k) establish a Board, sub-committees and other groups and to delegate its powers and functions to such groups;
 - l) enforce the Rules of Netball and where desirable alter or make new rules for the game of Netball in PNG;
 - m) develop national and other programmes for playing, coaching and officiating Netball;
 - n) establish, organise and control Netball matches, fixtures, competitions, tournaments and events in PNG, including determining the rules for such matches, fixtures, competitions, tournaments and events;
 - o) select PNG and other representative Netball teams and squads;
 - p) establish, maintain and have an interest in corporate or other entities to carry on and conduct all or any part of the affairs of PNG Netball and for that purpose, to utilise any of the assets of or held on behalf of PNG Netball;
 - q) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that PNG Netball may consider desirable for the promotion of its Objects;
 - r) produce, develop, create, licence and otherwise exploit use and protect Intellectual Property of PNG Netball;
 - s) do any other acts or things which further the Objects of PNG Netball, provided that the above powers shall not limit the rights and powers of PNG Netball as an incorporated association under the Associations Act.

4. INCOME & PROPERTY OF PNG NETBALL

The income and property of PNG Netball Inc will only be applied towards the promotion of the objects of PNG Netball Inc.

PART II MEMBERSHIP

5 CATEGORIES OF MEMBERSHIP

a) The categories of members of PNG Netball include:-

- (i) Regional, Provincial & District;
- (ii) Member Associations
- (iii) Associate members (non-voting members)
- (iv) Life Members (non-voting members)
- (v) Patron
- (vi) Individual Members
- (vii) Corporations

Consider Maleo's comments on IFNA not recognising Men's Netball.

- b) Membership of PNG Netball shall be open to the four (4) regions (Southern, Highlands, New Guinea Islands and Momase) and twenty two (22) provinces which shall be recognized by PNG Netball;
- c) Current member associations as at the time of this Constitution being approved are listed in **Schedule 1**; **This is not relevant**
- d) No affiliated association or associate member may be affiliated to any Netball organisation other than PNG Netball. Each affiliated association must ensure that no Netball team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not an affiliated association (including any team under the control or jurisdiction of an overseas entity), without the prior written consent of the Board; **Needs rewording**
- e) A member association is the official representative of and/or controlling authority for Netball in any designated and sanctioned location in any of the 22 Provinces in the country and shall administer Netball in a specified and designated location in accordance with the objectives of PNG Netball.
- f) Member associations shall indicate its district, provincial and regional registration and boundaries and each association shall be bound by the Constitution and Policies of PNG Netball Federation; However from the time of approval of this Constitution all current affiliates affected by policy changes are allowed a transition period of twelve (12) months to conform to policy changes. **Is this relevant!...obselete.**

6) RESPONSIBILITIES OF MEMBER ASSOCIATIONS

Each member association shall:-

- a) be an affiliate of PNG Netball;
- b) Elect or appoint two (2) delegates to represent it at the Annual General Meeting (AGM) and other relevant meetings in accordance with the Constitution;

- c) Provide the Board with annual financial reports (including financial statements) as presented to its members within 21 **twenty one** days of its Annual General Meeting;
- d) Apply its property and capacity solely in pursuit of the objectives, the member associations and PNG Netball;
- e) Act in good faith and loyalty to ensure the maintenance and enhancement of Netball, its standards, quality and reputation for the collective and mutual benefit of the members and netball;
- f) Organise and demonstrate that they are the controlling body, responsible for ensuring the efficient administration and delivery of Netball in accordance with the Objectives of this Constitution, and have maintained a viable Netball competition in accordance with PNG Netball regulations for a period of not less than two consecutive years.

7. QUALIFICATION FOR MEMBERSHIP AS A MEMBER ASSOCIATION (Criteria??)

To be and remain eligible, an affiliated association must satisfy the criteria set out in the Membership Policy.

7.1 Each Member Association will:-

- a) Have objects that align with those of PNG Netball and do all that is reasonably necessary to enable the Objectives to be achieved,
- b) Be bound by, and effectively enforce the Constitution of PNG Netball and its related Policies, Procedures and Rules;
- c) At all times, act for and on behalf of the interests of PNG Netball, their fellow Members, and the sport of Netball.
- d) Pay the fees and subscriptions determined to apply to be a Member;
- e) Forward the names of their Office bearers and member bodies to PNG Netball annually; and support PNG Netball in the encouragement and promotion of its Objects.
- f) For the avoidance of doubt, where any inconsistency remains between the constituent documents of a Member Association and this Constitution, this Constitution shall prevail to the extent of that inconsistency.

7.2 Associate Members

- a) Other Organisations or groups that do not currently meet the eligibility criteria to be accepted as a full Member Association but can demonstrate that they are responsible for ensuring the delivery of Netball in accordance with the Objects of this Constitution and are providing opportunities for people to participate in Netball related activities in their local area.
- b) The privileges and benefits of Associate Membership shall include the right to receive notice and attend but not the right to vote at all General Meetings, including the AGM.

- c) On the nomination of the Board, an organisation may be appointed as an Associate Member at any AGM by Special Resolution and achieving a simple majority of votes. **Should rest with the Board therefore needs to be changed.**
- d) Nominations for Associate Membership shall include a written report outlining the history of the organisation and the Netball competitions it provides together with comments on the suitability of the application.

7.3 Life Member

- a) Life Membership is the highest honour which can be bestowed by PNG Netball **Federation** for longstanding and valued service to the Sport of Netball in PNG. Members must have provided fifteen (15) or more years of service to the development and promotion of Netball in PNG.
- b) Any Member Association may forward a proposed nomination to the Board for its consideration no less than 30 days prior to the Annual General Meeting. The nomination must have a proposer and seconder who are registered members of a member association.
- c) All member associations shall be given at least fourteen (14) day notice by registered mail of such nomination to be voted on at the forthcoming Annual General Meeting.
- d) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution and achieving a simple majority of votes.
- e) Nominations for Life Membership shall include a detailed written report outlining the history of services and contribution to PNG Netball of any nominee, together with comments on the suitability of the honour.
- f) The privileges and benefits of Life Membership shall include the right to receive notice, attend and speak but not the right to vote at all General Meetings including the Annual General Meeting.

8. ADMISSION OF NEW MEMBERSHIP

- a. Application for membership shall be made in writing in a form which the Board shall from time to time determine and in accordance with Membership Criteria as per Membership Policy.
- b. At its first Annual General Meeting following the receipt of the application for membership, the Members shall determine:
 - ii) whether to accept the applicant for membership in the class of Members for which application has been made; or
 - iii) whether to reject the applicant for membership.

- c. The Secretary shall send to the applicant written notice of the result of the Council's determination.
- d. A member Association or Associate member (including a Life member) will become a Member or Associate/Life member, and the Board will record their name in the register of Members, upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has signed an application, which is accepted by the Board.

9. REGISTER OF MEMBERS

- a) PNG Netball Inc shall keep a register of all categories of its membership.
- b) No Member, whose membership ceases, has any claim against PNG Netball or the Directors for damages or otherwise arising from cessation or termination of membership.
- c) All Member Associations (full and associates) shall submit their membership listings on an annual basis.

10. AFFILIATES AND INDIVIDUAL MEMBERS

10.1 Deeming Provisions

- a) All regions, provinces, districts, affiliated associations and affiliated clubs (howsoever described) of Member Organisations prior to the time of approval of this Constitution, shall be deemed Affiliates from the time of approval of this Constitution, and will be entitled to such benefits as are conferred on them by PNG Netball, whether directly or indirectly;
- b) All persons who were individual members (howsoever described) of a Member Organisation or Affiliate prior to the time of approval of this Constitution, shall be deemed Individual Members from the time of approval of this Constitution, and will be entitled to such benefits as are conferred on them by PNG Netball, whether directly or indirectly.Obselete

10.2 Membership Renewal

In order to remain Members, Affiliates and Individual Members each must:-

- a) renew their membership with their respective Member Organisation annually;
- b) otherwise remain registered financial members of their Member Organisation in accordance with the procedures applicable from time to time; and
- c) must pay the annual fees prescribed by PNG Netball from time to time (if any) to PNG Netball through their respective Member Organisation.

10.3. Cessation of Membership

A member ceases to be a Member on:-

- a) Resignation;
- b) Death;
- c) The termination of their Membership according to this Constitution;
- d) Being dissolved or otherwise ceasing to exist;
- e) The Member **not** meeting the requirements for membership.

10.4 Resignation

A Member Association may resign as a member of PNG Netball by giving three (3) months written notice to the Board.

10.5 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon PNG Netball or the Directors for damages or otherwise, or claim upon its property, including its intellectual property rights.

PART III: GRIEVANCES AND DISCIPLINE OF MEMBERS

11 JURISDICTION

All Members will be subject to and agree to the jurisdiction, procedures, penalties and appeal mechanisms of PNG Netball under this Constitution.

12 POLICIES FOR GRIVANCES & DISCIPLINE OF MEMBERS

The Board will make Policies for the hearing and determination of:

- a) Grievances by any Member who feels aggrieved by a decision or action of PNG Netball (or a Member Association);
- b) Disputes between Members relating to the conduct or administration of Netball;
- c) The discipline of Members;
- d) For the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
- e) For the termination of Members.

13. JUDICIARY COMMITTEE

13.1 Matters which may be referred to a Judiciary Committee

Without limiting the Board's powers under Rule 3, the Board may refer the following matters for investigation and determination by the Judiciary Committee in the sole discretion of the Board:-

- a) Breached, failed, refused or neglected to comply with a provision of this Constitution and approved policies or any other resolution or determination of the Board or any duly authorised committee; or
- b) Acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of PNG Netball or
- c) Prejudiced PNG Netball or brought PNG Netball into disrepute;
- d) The allegation is to be referred for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Board considers appropriate.
- e) During investigatory or disciplinary proceedings under this clause , a respondent may not participate in Netball, pending the determination of such proceedings (including any available appeal) unless the Board decides continued participation is appropriate having regard to the matter at hand.
- f) The Board shall include in any Policies a final right of appeal to an independent body outside the control of PNG Netball.

13.2 Referral to Judiciary Committee

- a) The Board may commence investigatory or disciplinary proceedings against a defendant by referring the matter to the Judiciary Committee to hear a matter or matters under the Policies;
- b) The Judiciary Committee shall consist of not less than three (3) persons appointed annually by the Board. The Board shall appoint a Chairperson from one of the members appointed to the Judiciary Committee. No Board Member is eligible to sit on the Judiciary Committee.
- c) Any referral to the Judiciary Committee shall be made and determined in accordance with the Policies.

13.3 Appeals

- a) Any party to any proceedings under Rule 13.3 of this Constitution may appeal a decision of the Judiciary Committee to the International Sports Disputes Tribunal.
- b) Any appeal under Rule 13.3 may only be made on one or more of the following grounds:-
 - (i) Natural justice was denied;
 - (ii) That the Judiciary Committee acted outside of its powers and/or jurisdiction;
 - (iii) That substantially new evidence has become available after the decision, which is being appealed was made;
 - (iv) In respect of a decision relating to misconduct involving the appellant, that the penalty was either excessive or inappropriate;

- c) Any appeal under the Rule 13.3 shall be filed within ten (10) working days from the date the appellant was notified of the decision of the Judiciary Committee and in all other respects shall be in accordance with the rules of the International Sports Tribunal. The decision of the International Sports Tribunal shall be final and there shall be no further right of appeal.
- d) There is no right of appeal from a decision of the Judiciary Committee made under Rule 13.3 of this constitution.

14. TERMINATION OF MEMBERSHIP OF MEMBER ASSOCIATIONS

14.1 Sanctions for Discipline of Member Associations

- a) Without limiting matters that may be referred to the Policies, any Member Association that is determined by the Board to have acted in a manner as set out above, shall be liable for the sanctions set out in that Policy, including termination of Membership (which shall only take place in accordance with the procedure set out in this Rule).
- b) No recommendation can be made by the Board under this Rule unless all avenues of appeal available to the relevant Member Association under the Policies have been exhausted.
- c) Subject to compliance with the Policies, the Board may recommend to a General Meeting to terminate the membership of a Member Association.
- d) Upon recommendation from the Board, a General Meeting may, by Special Resolution, terminate the membership of a Member Association which requires a two thirds majority of those members in attendance and eligible to vote.
- e) Where the membership of a Member Associations is terminated:
 - i. the Chair may recommend to the General Meeting that PNG Netball admit another body, which meets the membership requirements, as the Member Association for that locality; and
 - ii. The General Meeting may, by Special Resolution, admit the recommended body as the Member Association to represent that locality.

15. FEES & SUBSCRIPTIONS

The Board shall incorporate a policy relating to affiliation and registration which must be determined from time to time:-

- a) The amount (if any) payable by an applicant for membership;
- b) The amount of the annual affiliation fee payable by each Member Association;
- c) Any other amount to be paid by each Member, whether of a recurrent or any other nature; and

- d) The due date for payment and the manner of payment for the fee(s)
- e) The penalty fees for non-payment of fees;

The policy shall be known as the Membership **Fee** Policy.

This section should include all fees for any type of event by the Board. Attach Fee Schedule.

PART IV: GENERAL MEETINGS

16. STANDING ORDER

PNG Netball shall have standing orders in respect of order and conduct of business shall be:-

- (a) Annual General Meeting;
- (b) Special General Meetings,
- (c) Board Meetings and
- (f) Sub Committee Meetings

17. COUNCIL

17.1 Role of the Council

The Council is the governing body of the **sport of Netball in PNG**. Netball

17.2 Composition of the Council

The Council shall be made up of all affiliated Member Organization **Association** Presidents, delegates and the Board.

17.3 Meetings of Council

The Council shall meet annually which shall be at the AGM of PNG Netball. It may also meet any other time in a Special General Meeting called for under this Constitution. All references to a Council Meeting in this Constitution mean an AGM or a Special General Meeting.

17.4 Chairperson

The Chairperson of a Council meeting shall be the President or his/her nominee.

17.5 Delegates

The delegates for a Council Meeting shall be:-

- a) Two individuals elected or appointed by each affiliated member organization **associations**;

- b) No individual shall act as a delegate for more than one affiliated member association at the same Council Meeting;
- c) The names of the delegates elected or appointed under Rule 17.5 shall be forwarded to the CEO by a date and/time determined by the Board, prior to the commencement of each Council Meeting;
- d) Subject to Rule 17.5 each Delegate shall represent and vote on behalf of their member organisation **associations** as the case may be;
- e) In addition to the Delegates, all members (**except Life Members**) are entitled to attend Council Meetings as observers but shall not be entitled to speak or vote. Life Members are entitled to attend and speak at Council Meetings but shall have no right to vote, unless the Life Member is a Delegate in which case she/he has the rights under Rule 17.5.

17.6 Powers of the Council

- a) The Council shall act in accordance with the Objects and for the mutual and collective benefit of PNG Netball, the Members, and Netball. The Council shall have power in Council Meetings to:-
 - i. Determine major strategic direction of PNG Netball;
 - ii. Alter this Constitution;
 - iii. Review PNG Netball Board's performance;
 - iv. Be the final arbiter on matters referred to it under this Constitution, and;
 - v. Elect the President and the Elected Board Members.

18. ANNUAL GENERAL MEETING

- a) The Annual General Meeting (AGM) of PNG Netball shall be held every year during the week and in the place in which the Annual National Championships are held. In the event of a cancellation of the championships, in any year, the AGM may be postponed to a time and place approved by a majority of the member associations.
- b) The Voting Members may convene an AGM by notifying the Board in writing and allowing 28 days notification. The notification is to be signed by a minimum of two (2) Member Associations.
- c) The Board shall attend the AGM.
- d) Members of affiliated associations may attend the AGM however only the two appointed Council delegates shall be entitled to vote.
- e) The Notice of the AGM shall be given, in writing, twenty eight (28) days prior to the date of the meeting and shall state the time and place of the meeting and the business to be discussed.
- f) The order of the business shall be:-

- i. Roll Call
- ii. Approval of Minutes of the previous AGM and consideration of any matters arising there from;
- iii. President's report on the activities of the Board during the past year;
- iv. Audited Annual Financial Report;
- v. Election of the Board as and when due pursuant to Rule 18
- vi. Member Association Reports
- vii. General Business
- viii. Appointment of the next championship venue.

18.1 Notice and Agenda Items

Notice of an AGM of Members must be given:-

- a) To all **affiliated** Member **Associations** entitled to attend the AGM, the Directors, and the auditor of PNG Netball Federation;
- b) At least 45 days prior to the proposed date of the AGM, the Board will request from Voting Members, notices of motions, which must be received no less than 28 days prior to the AGM.
- c) **At least 28 days' notice of the time and place of an AGM must be given, together with: Stated in 18.e**

(i) Agenda for the Meeting

- (ii) All information required to be included for consideration at the meeting;
- (iii) In the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
- (iv) Where applicable, any notice of motion received from any Member Association or Director;
- (v) Where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

18.2 No other Business

No business other than that stated in the notice of meeting may be transacted at an AGM.

18.3 Cancellation or postponement of an AGM

- a) Where an AGM is convened by the Board it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine.
- b) However, this clause does not apply to an AGM convened:
 - i. by Members according to the provisions stated in Rule 18
 - ii. by the Directors at the request of Members; or
 - iii. by a court. **Require clarity on this!**

18.4. Written notice of cancellation or postponement of an AGM

- a) Notice of cancellation or postponement of an AGM must state the reasons for doing so and be given to: -
 - i. each Member entitled to attend the AGM; and
 - ii. each other person entitled to notice of An AGM.

18.5 A notice postponing an AGM must specify:

- a) The new date and time for the meeting;
- b) The place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- c) If the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.
- d) The only business that may be transacted at a postponed AGM is the business specified in the notice originally convening the meeting.
- e) The non-receipt of a notice convening, cancelling or postponing an AGM by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at an AGM or at a postponed meeting or the cancellation or postponement of the meeting.

18.6 Right to appoint representative

- a) Each Member Association is entitled to appoint an individual as their Representative to attend AGM
- b) In addition to each Voting Member's appointed representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf, but not vote.

18.7 Right to appoint proxy

- a) A Voting Member, entitled to attend an AGM of PNG Netball Federation is entitled to appoint a person as their proxy to attend the meeting in their place;
- b) A proxy has the same rights as the Member Association at the meeting and may be appointed in respect of more than one meeting;
- c) It is intended that the Member Association would brief the nominated proxy prior to the meeting to ensure they were familiar with their issues in relation to the business of the meeting and the proxy would then be in a position to represent the member effectively in any debate and subsequent vote.

- d) It is not acceptable for a Director of the Board to act as a proxy for a Member Association unless by special expressed permission granted by the Board.

18.8 Form of proxy

- a) The instrument appointing a proxy may be in a form determined by the Board from time to time. [Do we have a form!](#)

19. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

19.1 Quorum

- a) The quorum for an AGM shall not be less than fifteen (15) persons who are representing the Board and member associations; There must be no less than three (3) Board Directors present;
- b) If within one hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned to such other time and place the Board may determine. However, a minute of attendance of those eligible to be present and to vote shall be entered into the records of PNG Netball;
- c) If at the time and place of the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting, the members and the delegates shall constitute a quorum;
- d) The quorum for a Special General meeting shall be seventy five (75%) of the affiliated membership;
- e) The quorum for Board meetings shall be seventy five (75%). [Move to Board Meeting section.](#)
- f) The proportion of Member Associations who must be present for a quorum to exist at a General Meeting is half plus 1 of eligible voting members. There must be no less than 3 Directors present.

19.2 Requirement for a quorum

[An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the General Meeting.](#)

19.3 Quorum and time

[If within 30 minutes after the time appointed for an AGM, a quorum is not present, the meeting stands adjourned to such other day, time and place as the Chair determines. Recommend deleting!](#)

[Are these practicable?](#)

19.4. Resolutions not in the Annual General Meeting

- a) If all Members entitled to vote, sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at an AGM of the PNG Netball Federation INC. held at the time on which the document was signed by the last Member entitled to vote.

Show or hands might be easier!

- b) If separate documents containing statements in identical terms, each of which is signed by 1 or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- c) A facsimile transmission or other form of visible or other electronic communication, including email, purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

19.4. Adjourned meeting

If a quorum (determined in accordance with this clause) is not present within a reasonable time after the time appointed for the adjourned meeting, the meeting is dissolved. At an adjourned meeting, the required quorum shall be 3 Member Associations with no less than 3 elected non-voting Directors.

19.5 Chair to preside over Annual General Meetings

- a) The Chair is entitled to preside as Chair at the Annual General Meetings.
- b) If a General Meeting is convened and there is no Chair, or the Chair is not present within a reasonable time after the time appointed for the meeting or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) a Representative of a Member Association who is entitled to vote and is chosen by a majority of the Voting Members present.

20. SPECIAL GENERAL MEETINGS

- a) A Special General Meeting shall be convened by the President upon Special Notice signed by not less than five (5) affiliated member associations;

President and Chair used interchangeably

- b) Any request for a meeting shall state the objects of the proposed meeting and only such business as is specified in the request shall be discussed at the meeting;

- c) At least a twenty one (21) day notice of the Special General Meeting shall be given in writing and notice shall state the place and time of the meeting and the business to be discussed.

21. BOARD MEETINGS

- a) The Directors should endeavour to meet a minimum of 6 times each financial year to conducting business and regulate their meetings as they feel is appropriate to meet their fiduciary duties;
- b) At least seven (7) day notice of a Board Meeting shall be given whenever and wherever practicable;
- c) The **President/Chair** shall chair the Board meetings, or in his/her absence any other Board Member determined by the Board;
- d) A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all Board members shall be as valid and effectual as if it had been passed at a meeting of the Board Members. Any such solution may consist of several documents in like form each signed by one or more board members;
- e) A Board member who is absent from a Board Meeting for 3 consecutive meetings without prior approval and/or without reasonable explanation shall be deemed to have vacated their office as a Board Member.
How do you deal with ex Pom based Directors!

Refer to comments on MSC Strategic Plan Draft page 7 and 8....relating to best practice within an NGOs and governance structure that better suits.

22. TELECOMMUNICATIONS MEETING

- a. A General Meeting or a Board Meeting may be held by means of a Telecommunication Meeting, provided that the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
- b. All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this clause.

22.1 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of PNG Netball:

- a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- b) each of the persons taking part in the meeting must be able to hear and be heard by;
- c) each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- d) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- e) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- f) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- g) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

PART V: THE BOARD & DIRECTORS

23. THE BOARD

Role of the Board

The Board is responsible for determining strategies, policies and financial arrangements of and for PNG Netball.

Include Patron in this section and state reasons behind the need for Patron.

23.1 Transitional Interim Board

- a) There shall be a transitional interim Board comprising of the President, Senior Vice President, Junior Vice President, Treasurer and Secretary that were duly elected on 26 September 2013 by the Council.
- b) This Board shall have powers equivalent to the Board reflected in Rule 23
- c) The Board shall remain in office from 26 September 2013 – 26 September 2016 or on the date of when this Constitution comes into effect (whichever happens first).

Insert clause that this constitution supercedes the previous procedure as the term of transition board has now expired with the appointment of the new Board in Sept 2016

23.2 Membership of the Board

The Board shall consist of: (a) four (4) persons elected by the AGM and three (3) persons appointed by the Board Appointment Panel and the Chief Executive Officer, appointed by the Board;

Again how does this sit with the suggestion that structure infers over governance!

23.3 Election/Appointment of the Board

- a) the Chief Executive Officer or the Board Secretary shall call for nominations 45 days before the date of the Annual General Meeting. All member organisations shall be notified of the call for nominations;
- b) There must be not less than four (4) Directors and not more than five (5) Directors nominated and elected at the Annual General Meeting;

- c) A rotational voting system will exist whereby up to half of the Directors positions will be contested at each Annual General meeting with the highest ranking candidate assuming the position of Chair and/or (President);
- d) Elections for Directors shall be by preferential ballot in accordance with this clause at the relevant General Meeting on papers prepared by the Returning Officer.;
- e) All nominees are to be listed in random order on the Ballot paper;
- f) Preferential voting (ranked voting) shall be used whereby voters rank candidates in order of relative preference. The voter selects their first choice as '1', their second preference a '2', and so on until all nominees have been ranked;
- g) The person with the highest ranking (lowest score) shall be elected Chair. All nominees need to be ranked for a vote to be valid. Placing an 'X' is deemed to be a valid ranking; clarity?
- h) Voting members have the option not to elect a nominee if they feel they are not an appropriate fit for the organisation. As such, voters may place an 'X' beside such a candidate on the voting slip. This is deemed to be a ranking and a valid vote;
- i) An 'X' gives the lowest ranking (highest score) but should a nominee get a simple majority of 'X' votes, they are automatically disqualified;
- j) No Director shall be elected 'unopposed'. As such, a Poll must be conducted for any vacant position irrespective of the number of nominations and positions available, and a candidate must secure a simple majority of votes to be elected. Should there not be any candidate so elected, the position shall be declared a Casual vacancy and treated accordingly;
- k) Voting shall be conducted by an independent Returning Officer and ballots shall remain confidential, but form part of the organisation's official records.

Process requires further clarity...what other easier options are there?

Will there be a need for President once the Federation is operationalised and the position of CEO is effected.

23.4 Appointed Director

- a) Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of PNG Netball by no later than twenty (28) days before the AGM;
- b) An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the AGM, their application as an Appointed Board Member shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for Appointed Board Members (together with all nominations for Elected Board Members) to the Board Appointment Panel;
- c) Following assessment, and if necessary considering further information obtained from the applicants the Board Appointment Panel shall determine the Appointed Board Members within sixty (60) days after the Annual General Meeting,

Who is the Panel appointed by?

- d) Following the election and appointment of Board Members under Rules 23.4 and Rule 23.5, the Board Members shall at the next Board meeting following the AGM, appoint a Chairperson of the Board; **This conflicts with current practice. Do they mean Deputy Chair?**
- e) The Chief Executive Officer shall be employed by the Board on terms and conditions the Board considers appropriate. No other employee of PNG Netball shall be entitled to be a Board Member;

Should the Board appoint the CEO? Should this clause be inserted elsewhere?

- f) The appointed Directors shall have specific skills in any of commerce, finance, marketing, law, strategic management or business or such other skills which complement the Board composition, but need not have experience and/or exposure to Netball. The Appointed Director does not need to be a Member of any Member Organisation;
- g) The Board Appointment Panel shall be established by the Board no later than two (2) months prior to the AGM each year, or at such other time as directed by Council following the removal of an Appointed Board Member under Rule 23.4. It shall consist of four (4) persons being:-
 - (i) One (1) nominee of the Institute of Directors (PNG) Inc or an equivalent organization as determined by the Board;
 - (ii) The President or his/her nominee;
 - (iii) One (1) other person nominated by the Board

Responds to the question of who appoints the Panel?!

23.5. Eligibility of Directors

For the period from the date of this Constitution a person who:

- a. is an employee of the PNG Netball Inc., a Member Association; or
- b. holds an Official Elected Position with a Member Association, **(each a disqualifying position)** may not hold office as a Director;

define disqualifying position

- c. A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated their office as Director until the disqualifying position has been addressed;
- d. A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days or forfeit their position as a Director of PNG Netball.

Are current Directors holding official positions in other Associations.

23.6. Nomination for election

- a. At least 45 days prior to the proposed date of the AGM at which a resolution or resolutions will be proposed to fill a vacancy in the position of a Director, the Board will request from Voting Members, nominations (which comply with this clause) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.
- b. Any Voting Member may nominate, in respect of each vacancy in the position of a Director which is to be the subject of an election at the next AGM, suitable persons for each vacancy available.
- c. **A nomination must:**
 - i. Be in the form required by the Directors; and
 - ii. Signed by the nominator, seconder and nominee.

23.7 Term of office of Directors

- a) Subject to the transitional arrangements in place to implement the rotational election of Directors, a Director will hold office for a term of 2 years.

Still relevant?

- b) The term of office for all Board Members (except the CEO) shall be three (3) years expiring at the conclusion of the relevant AGM. The commencement of the terms of the office for the Board Members shall be staggered so as to ensure a rotation of Board Members over a three (3) year period. If the rotation of Board Members is affected due to a vacancy on the Board or any other reason, the term of office of a Board member or Board Members may be reduced by agreement of the Board and the Board Member concerned, or failing such agreement by majority vote of the Board.

Clarity!

23.8. Office held until end of meeting

A retiring Director holds office until the end of the meeting at which that Director retires but, is eligible for re-election if they have not served 3 consecutive terms.

23.9. Maximum term of office for Directors

A Director may not serve more than 3 consecutive terms as a Director.

23.10. Casual vacancy

The **Board of** Directors may, as required, appoint a person to be a Director to fill a casual vacancy.

- a) A Director appointed under this clause:
 - i. must have their position as Director confirmed by resolution at the next Annual General Meeting;
 - ii. if so confirmed, holds office until the end of the term of the Director in whose place they were appointed.

23.11. Technical Advisor

- a) In addition to the Directors, the Directors may themselves appoint a number of Technical Advisors to address specific areas of need. These technical advisors may sit on or Chair sub committees in accordance with the written Terms of Reference for said sub committees.
- b) A Technical Advisor, appointed under this clause, holds the position for a period determined by the Board in accordance with the relevant subcommittee Terms of Reference. They may be reappointed.

Legal, Marketing, Auditor or Technical advisors

23.12. Remuneration of Directors

- a) A Director may not be paid for services as a Director but, with the approval of the Board, may be:
 - i. Paid by PNG Netball for services rendered to it; and
 - ii. Reimbursed by PNG Netball for their reasonable travel, accommodation and other expenses when travelling to or from meetings of the Directors, a Committee or PNG Netball; or otherwise engaged in the affairs of PNG Netball.

All expenses paid for by NPNG for duty travel

23.13. Removal of a Director

- a. PNG Netball may, in General Meeting by ordinary resolution, remove any Director prior to the expiration of that Director's term of office.
- b. Unless otherwise resolved at a General Meeting, a Director removed in accordance with this clause cannot be re-appointed as a Director within 3 years of their removal.

23.14. Vacation of Office

The office of a Director becomes vacant at the expiration of their term and also if the Director:

- i. Is removed in accordance with the Rule 23.14
- ii. Become of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- iii. Resigns office by notice in writing to PNG Netball;

- iv. Accepts appointment to, or becomes the holder of, a disqualifying position and does not resign from that position within 30 days; or
- v. Is not present personally at three consecutive Directors' meetings without leave of absence from the Chair.

23.15 Authority & Duties of Directors

The Directors are to manage PNG Netball Federation's business and may exercise those of PNG Netball powers that are not required to be exercised by PNG Netball in General Meeting.

23.16 Specific Powers of Directors

- a) The Directors may exercise all PNG Netball's powers to raise money, to charge any property or business or give any other security for a debt, liability or obligation of PNG Netball Inc. ;
- b) The Board shall develop and/or formulate appropriate strategies, regulations and policies for the proper advancement, management and administration of PNG Netball. Such regulations and policies must be consistent with this Constitution and maybe amended or repealed by PNG Netball in a meeting.
- c) The Directors are required to put a Special Resolution to the Member Associations to seek approval to borrow money on behalf of PNG Netball Inc.

23.17 Appointment of Attorney

The **Board of** Directors may appoint a suitable person to be PNG Netball Federation's Attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think appropriate.

23.18 Questions decided by poll

Where a decision has the potential to make a material difference to the viability of the organisation, the Chair should ensure the matter is decided by a majority of votes of the Directors present and duly recorded in the Minutes.

23.19 Chair's casting vote

The Chair of the meeting will **not ???** have a casting vote.

23.20 Quorum

Four Directors present in person or via electronic means, constitutes a quorum.

23.21 Effect of vacancy

- a) The continuing Directors may act despite a vacancy in their number.
- b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

23.22 Circulating resolutions

- a. The Board may pass a resolution without a Directors' meeting being held if a majority of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b. Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- c. The resolution is passed when the last affirmative Director signs.

23.24. Conflicts

- a) A Director shall declare to the Board of that Director's interest in any matter in which any conflict of interest arises as outlined in the Board's Conflict of Interest policy, and unless otherwise determined by the Board, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter.
- b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- c) The Board shall maintain a register of declared interests.

[Do we have a Register?](#)

23.25 Minutes

The Board must cause minutes of meetings to be made and kept in an appropriate format.

[Do we have a Minutes Book showing all resolutions including circular resolutions.](#)

24. CHIEF EXECUTIVE OFFICER

24.1 Appointment of CEO

- (a) The **Board of** Directors may appoint a Chief Executive Officer or equivalent.

24.2 Powers, duties and authorities of CEO

- a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

- b) The exercise of those powers and authorities, and the performance of those duties, by the CEO is subject at all times to the control of the Directors.
- c) The CEO's role will be to implement the strategies, plans and policies approved by the Directors and will be responsible for the management and direction of PNG Netball and its finances as outlined in the Financial Delegations policy.

24.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

24.4 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of PNG Netball, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

25. COMMITTEES

The Board may delegate any of its powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

25.1 Powers delegated to Committees

A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors through the Terms of Reference.

Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

25.2. Committee Meetings

Committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

25.3 Making and amending Policies

- a) The Board may from time to time make Policies which in their opinion are necessary or desirable for the control, administration and management of PNG Netballs affairs and may amend, repeal and replace those Policies.
- b) PNG Netball in Annual General Meeting may amend, repeal or replace any Policies made by the Board without affecting the validity of acts or decisions made by the Board or anyone authorised to act pursuant to that Policy.

[Is there a conflict or who has the ultimate powers to amend policies?...the Board or the Council?](#)

- c) Policies take effect 28 days after the service of the Policy on the Members and shall be in force and effect on that date.

Must be practised and observed.

25.4 Effect of Policies

A Policy:-

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members.
- (d) may be overruled by simple majority if a resolution to that effect is passed by the Members at a General Meeting.

25.5 Inspection of Records

Right of the Members to inspect records:-

- a) A Member may request in writing, permission to inspect official documents but may not copy or remove said documents. Access to the documents will be at PNG Netball Federation's Office and at a time set by the Board.
- b) If, for legal reasons, the requested document is required to be kept confidential, the Directors shall explain the reason to the requesting member.

PART VI FINANCE AND ADMINISTRATION

27. FINANCE & ACCOUNTS

- a) The Directors will cause proper accounting and other records to be kept to ensure the proper conduct of the affairs of PNG Netball.
- b) All grants received will be applied to the conditions of the grant and acquitted in accordance with the terms and conditions of said grants.
- c) The Financial year of PNG Netball Federation shall close on 31 December annually and maybe altered from time to time by the Board.
- d) Any bank accounts opened shall be done so with the approval of the Board and appropriately minuted.
- e) The Board shall ensure that appropriate provisions are in place in respect to the approval of expenditure of funds and that these approvals are documented in a Delegations Policy.

[Is there a Delegation Policy?](#)

28. ANNUAL REPORT

- a) The Board shall prepare an Annual Report for presentation to the AGM which contains:-
 - i. the audited annual financial states as required under the Associations Act; and
 - ii. an annual report of the year's activities.
- b) The annual financial statement shall be audited by an auditor appointed by the Board.
- c) The auditor shall be a practising chartered accountant.

29. AUDITOR

- a) A properly qualified auditor or auditors shall be appointed by the Board and the remuneration of such auditor or auditors fixed and duties outlined at the AGM.
- b) The Board shall establish an Audit and Risk Committee and ensure appropriately qualified personnel are appointed to that Committee.

[Audit and Risk Committee??](#)

30. PATRON

There shall be a Patron of the Federation who shall be appointed by the Council for the duration of three (3) years.

[Please see earlier comments!](#)

31. STRATEGIC FORUMS

The Board shall hold strategic forums at least twice per year which is to meet to:-

- a) inform the Council of significant membership issues;
- b) assist the Board to design or review the organisation's strategic direction;
- c) discuss nationwide issues;
- d) provide feedback to the Council on the results of its governance decisions in practice at the member level.

[Include in workplan/calendar!](#)

31.1 Attendees at Strategic Forums

The following persons shall be invited to attend the strategic forums of the Council:-

- a) two appointed executives or delegates from each Member Organisation;
- b) the Directors; and
- c) such other persons the Board considers should be invited.

32. NATIONAL STRATEGIC PLAN

- a) The Board shall produce a costed Strategic Plan and report on the progress made to members at each AGM through an Annual Report.
- b) The Strategic Plan and supporting Budget shall be reviewed regularly and updated on a 6 monthly basis as a minimum.
- c) The Board shall present an audited set of Financial Statements to the members at the AGM.

PART VII MISCELLENEOUS

33. INSURANCE

- a) PNG Netball may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or CEO against liability incurred by the person in that capacity, including a liability for legal costs. This is commonly referred to as Directors' & Officers Liability Insurance.
- b) PNG Netball may also pay or agree to pay, whether directly or through an interposed entity, a premium for a Public & Product Liability Insurance Policy insuring against liability which may be incurred in the conduct of the Associations activities and/or products.
- c) PNG Netball may also consider paying or agreeing to pay, whether directly or through an interposed entity, a premium for Personal Accident Insurance, insuring against personal injury or illness to Directors and/or Officers/ Employees liability which may be incurred in the conduct of the Associations activities.

Insurance cover only for players but not Directors or any other officials.

33 INDEMNITY

33.1 Directors to be indemnified

Directors and employees of PNG Netball Federation shall be indemnified to the extent of the insurance policy of PNG Netball Federation (if any) against any liability incurred in their capacity as a Director or employee.

33.2 PNG Netball to Indemnify

PNG Netball shall indemnify its Directors and employees to the extent provided under the Directors and Officers Liability Insurance policy of PNG Netball Federation (if any) against all damages and costs (including legal costs) for which any such Director or officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- a) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of PNG Netball Federation; and
- b) in the case of an employee/officer, performed or made in the course of, and within the scope of her or his employment by PNG Netball Federation.

34. AMENDMENTS TO THE CONSTITUTION

- a) An addition to, an amendment of or a rescission wholly or in part of the Constitution may be made only at an Annual General Meeting by resolution:-
- b) Of which twenty eight (28) days' notice in writing has been given to all members;
- c) Which has been passed by a majority of two thirds of the members eligible to vote.
- d) Amendments to the Constitution, certified as true copies by the Chair shall be communicated to the Papua New Guinea Registrar of Companies with a request for registration.

35. WINDING UP - CONTRIBUTIONS OF MEMBERS ON WINDING UP

Each Voting Member must contribute to PNG Netball's property if PNG Netball is wound up while they are a Member.

- a) **The contribution is for:**
 - i. Payment of PNG Netball Federation debts and liabilities;
 - ii. The costs of winding up; and
 - iii. Adjustment of the rights of the contributories among themselves,
- b) The amount of the contributions may be reviewed from time to time by a resolution of the Members.
- c) No other Member must contribute to PNG Netball's property if PNG Netball Federation is wound up.
- d) If on the winding up or dissolution of PNG Netball Inc, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
- e) Having objects similar to those of PNG Netball; and

- f) Whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed under this Constitution.
- g) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.

36. COMMON SEAL

PNG Netball Federation shall have a Common Seal, which shall be in the custody of the Secretary and shall be affixed to documents and attested to by the Chair and Secretary provided that in an event of either or both being unable to act for any reason, the common seal may then be attested by such other person or persons as may be authorised by the Board.

[Do we have a Common Seal!](#)

37. COLORS OF PNG NETBALL

- a) The colours of PNG Netball shall be red, black and gold with consideration to include regional and international netball branding colours as and when required;
- b) Members acknowledge and agree these colours are for the exclusive use of PNG Netball and not for use by Members;
- c) Members also acknowledge the national identify of the butterfly “pepe” in any shape or form for the exclusive use of PNG Netball only;

APPENDIX 1: Definitions and Interpretations

Definitions

In this Constitution:

AGM or Annual General Meeting means the Annual General Meeting required to be held annually at which an Annual Report and audited set of Financial Statements will be presented to members.

Board or Directors means all or some of the Directors acting as a board.

CEO means a person appointed as chief executive officer by the Board.

Committee means a committee established by the Board. Committees have no authority to act on behalf of the Board outside their written Terms of Reference and act in an advisory capacity to the Board.

Secretary means a person appointed as secretary of Papua New Guinea Netball Federation INC. by the Directors.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Controlling body means that the organisation coordinates the activity of netball for a number of different entities and acts as a representative body for those entities.

Director means a director of Papua New Guinea Netball Federation INC.

Elected Director means a Director elected in accordance with clause 9.

Elected unopposed refers to a situation where a person, who nominates for a Director's position, does not undergo due process to be elected as a Director, but is installed regardless. This situation may arise when there are more positions than nominees and a decision is taken to appoint the person without conducting an election and the person achieving the required votes. This is unconstitutional.

Entity means a person, partnership or organization that has either a legal or separately identifiable existence.

Fiduciary Duties means that Directors have Fiduciary Duties which are the;

- Duty to act in good faith and in the interest of the organisation
- Duty to use power for a proper purpose
- Duty to avoid conflicts of interest
- Duty to retain discretion
- Duty to act with reasonable care and diligence.

General Meeting means a general meeting of Members and includes the AGM.

INF means the International Netball Federation

Life member is a person who has been admitted to membership of Papua New Guinea Netball Federation INC. in accordance with clause 4.3

Member Association means an Association or other controlling body in accordance with clause 4.1 of this constitution.

A disqualifying position means, a person who:

is an employee of the Papua New Guinea Netball, a Member Association; or holds an Official elected Position with a Member Association,

Poll means a secret ballot.

Proxy means the written authorisation to act in place of another.

Representative means a person (other than a proxy) appointed to represent a Member Association at a General Meeting.

Returning Officer means an independent person who acts as an official in charge of conducting an election and who supervises the counting of votes and announces the results.

Simple majority means that more than 50% of the votes eligible to be cast on a matter are either in favour of or opposed to the matter.

Special General Meeting means a meeting called by either the Board or the Voting Members to address a specific motion or motions. No other business apart from those motions is to be conducted at the Special General Meeting.

Sport means the sport of Netball as recognised by **IFNA** from time to time and includes sport for athletes with disabilities.

Special Resolution means a resolution that must be passed by a majority of at least two thirds of votes exercisable by Members entitled to vote at the relevant Meeting in accordance with this Constitution.

Policies and Regulations mean the policies and regulations of Papua New Guinea Netball Federation INC., inclusive of the applicable policies and regulations of **IFNA** in force from time to time.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote.

Interpretation

In this Constitution unless the context requires otherwise:

(Best practice) is taken to mean adopting practices that have consistently shown results superior to those achieved with other means, and that is used as a benchmark.

(document) a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;

(gender) words importing any gender include all other genders;

(Good Governance) is taken to mean the adoption of practices which are, among other things *participatory, transparent and accountable. It is also about organisations being effective and equitable.* (Definition adopted from the United Nations Development Programme).

(person) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;

(presence of a Member) a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;

(successors) a reference to an organisation includes a reference to its successors;

(singular includes plural) the singular includes the plural and vice versa;

(instruments) a reference to a law includes regulations and instruments made under it;

(amendments to legislation) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;

(include) the words **include, includes, including** and **for example** are not to be interpreted as words of limitation;

(**signed**) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law relating to electronic transmissions or in any other manner approved by the Directors; and
 (**writing**) writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

Transitional voting arrangements explained:

Following the approval of this constitution, a rotational system of election for Directors will be employed.

All 7 elected positions will be contested at the AGM with the following process implemented:

The Returning officer will count all valid voting slips and collate the results to determine the ranking order.

The highest ranked nominee is elected Chair for a period of 3 years.

The second highest ranked nominee is elected Deputy Chair for a period of 2 years.

The successful nominees would be elected for the following terms:

RANKING & Role	NAME	Elected for
1- Chair & President		3 years
2 -Deputy Chair & VP		<i>2 years</i>
3 -Roles to be confirmed by Board.		3 years
4 -Roles to be confirmed by Board.		<i>2 years</i>
5 -Roles to be confirmed by Board.		3 years
6 -Roles to be confirmed by Board.		<i>2 years</i>
7 -Roles to be confirmed by Board.		3 years

The Returning officer collates all results to complete a table which ranks all nominees according to their collated score. (This is kept confidential but forms part of the organisation’s official records).

The Returning Officer announces that:

The following nominee was successful in the role of Chair
 The successful nominee for the position of Deputy Chair was
 The following nominees were elected for a period of three years
 The following nominees were elected for a period of two years
 By staggering the term of office from 3 to 2 years with each ranking, the rotational split is more even and also allows the second highest ranked nominee to take the position of Deputy Chair and have a **succession plan** in place when the rotation commences.

Appendix II

Existing members as at the time of this Constitution being approved and as listed below:

Region	Province	No of Associations	Associations
Southern	National Capital District	3	Port Moresby Netball Motu Koita West Netball Motu Koita South Netball
	Central Province	2	KairukuHiri Netball Central Netball
	Mine Bay	1	Alotau Netball
	Oro Province	1	Oro Netball
	Western Province	2	Kiunga Netball Tabubil Netball
	Gulf Province	2	Kerema District Netball
Momase			
	Morobe	2	Lae Netball Markham District Netball
	Madang	1	Madang Netball
	East Sepik	1	Wewak Netball
	Saundaun	0	Vacant
New Guinea Islands			
	East New Britain	1	East New Britain Netball
	West New Britain	0	West New Britain Netball
	Autonomous Region of Bougainville	0	Vacant
	New Ireland	1	Kavieng Netball
	Manus	1	Manus Netball
Highlands			
	Eastern	0	Vacant
	Western	0	Vacant
	Jiwaka	0	Vacant
	Enga	0	Vacant
	Simbu	0	Vacant
	Hela	0	Vacant

Needs updating