OCEANIA NETBALL CONSTITUTION

Approved at AGM, June 2025

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1. Name

1.1 The Federation will be called "Oceania Netball Federation" herein referred to as the "Oceania Netball".

1.2 The official initials of Oceania Netball are "ONF". Oceania Netball will be the regional federation for netball in Oceania, as determined by World Netball ("WN") and will be a member of such other bodies as the ONF Executive Committee may deem necessary in the interest of the game of netball in Oceania.

2. Registered Office

2.1 The registered Administration Office of Oceania Netball ("the Office") will be located at such place or places as determined by the Executive Committee and notified to the members.

3. Objects

3.1 The objects of Oceania Netball are:

i. To advance the game of netball at all levels throughout Oceania by coordinating and developing efficient standards of administration, playing, officiating, and coaching.

ii. To promote good health and well-being by encouraging participation in sport.

iii. To eradicate discrimination by empowering women through sport; and

iv. To act on any other matters incidental to the above objects as may be determined by the Executive Committee from time to time.

v. To build the financial resources of the organisation, to enable regional events and development to occur

4. Membership

4.1 Full Members

4.1.1 Full membership is open to any body recognised by Oceania Netball to be the sole, controlling and governing body for the game of netball in a country in Oceania ("National Association").

4.1.2 Membership will be by application and the applicant may be required to give such details in writing as Oceania Netball may stipulate. Every application must be accompanied by:

i. A copy of the written constitution of the applicant (which should not contain any provisions which materially conflict with the provisions of this Constitution).
ii. Evidence that it is the body recognised as the sole controlling and governing body of the game of netball in its own country.
iii. A list of the names, addresses (including email addresses), telephone (if applicable) of the principal office holders of the applicant.
iv. The Executive Committee will have the power to accept or decline any application for membership of Oceania Netball.

4.1.3 Full Members are an integral part of the structure of Oceania Netball and will participate in the affairs of Oceania Netball including the election of President and Executive Committee members.

4.1.4 Full Members will assist in implementing policies of Oceania Netball in their respective countries, provided it is not in conflict of their country policies.

4.1.5 Full Members will observe the general and fundamental objects, resolutions, and policies of Oceania Netball if it is not in conflict with their own country policies.

4.2 Associate Members

4.2.1 Where there is no National Association in any country in Oceania that body or bodies which are, in the sole opinion of Oceania Netball, responsible for some aspect of netball in Oceania, or anybody that, in the sole opinion of Oceania

Netball, could usefully contribute to the game of netball in Oceania, may be eligible to be an Associate Member.

4.2.2 Membership will be by application and the applicant may be required to give such details in writing as Oceania Netball will stipulate.

4.2.3 Associate Members may receive notice of, attend and speak but not vote at General Meetings. Associate Members are entitled to all the benefits of membership and must fulfil all obligations of a member.

4.2.4 The Executive Committee will have the power to accept or decline any application for Associate Membership of Oceania Netball.

5. Membership Fees

5.1 Upon successful membership application, each new member (Full or Associate) ("Members") will pay:

i. An annual Full membership fee on or before 31st May in each calendar year.
ii. An annual Associate membership fee on or before 31st May in each calendar year.

5.2 Payment of Annual Membership Fees

5.2.1 Annual Membership fees shall be paid by the member within 3 months of receipt of invoice. Payment may be made in two instalments.

5.2.2 Members who pay their membership fee in full within 3 months, will receive a 10% discount off the total membership fee.

5.2.3 Failure of a Member to pay full annual membership fees within 6 months of receipt of invoice shall result in suspension of membership from ONF until such time as all outstanding membership fees are paid in full

5.2.4 Suspension will be effective as of 6 months from the date of invoice

5.2.5 Members who are not financial (or who have been suspended) are not eligible to become ONF members in accordance with Article 3.1(a) of the WN Articles of Association.

5.2.6 Suspended members shall not be reinstated as Members until such time as all outstanding membership fees are paid in full

5.2.7 Affiliation and membership fees shall be determined by the membership at the Annual General Meeting.

5.3 The Executive Committee may revoke the privileges of membership of any Member who fails to pay the annual fee within three (3) months from the due date until it settles the outstanding arrears.

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

5.5 A former Member whose rights have been revoked or terminated in accordance with this Article 5 will be entitled to reapply for membership in accordance with Article 4 on such terms as to payment of any outstanding past membership fees as the Executive Committee, in their sole discretion, determine.

6. Supreme Authority

6.1 The supreme authority of Oceania Netball is vested in the full members.

7. General Meetings

7.1. Proposal of Resolution

7.1.1 Any Member wishing to place an item on the agenda of a General Meeting may do so by giving notice setting out the item to the Office twenty-one (21) days before the date fixed for that General Meeting.

7.1.2 All references to General Meetings in this Constitution mean an Annual General Meeting or a Special General Meeting.

7.2 Quorum

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

7.2.2 In the event that there is no quorum at the commencement of any General Meeting, the meeting will stand adjourned for half an hour, and should the number then present be insufficient to form a quorum, those present at the adjourned meeting will be deemed to constitute a quorum, save that such

adjourned meeting will have no power to alter, amend or make any additions to any article of this Constitution.

7.3 Representatives

7.3.1 A Member will notify the Office at least 21 working days before the date of the General Meeting of the name of its' representative and proxy.

7.3.2 An individual may only represent one Member by proxy and may not vote or speak on behalf of another Member. Such individual will, if required, produce to the Board sufficient evidence to satisfy the Board that the person is a properly appointed delegate of the Member that the person claims to represent.

7.4 Voting

7.4.1 Each Full Member shall be entitled to one (1) vote.

7.4.2 Voting at a General Meeting will be by a show of hands, or any other method agreed by the members.

7.4.3 In the event of a tie, the Chairperson of the General Meeting shall hold the casting vote.

7.5 Annual General Meeting

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

7.5.2 At least thirty (30) days' notice in writing of the AGM will be sent to Members by the Office. Such notice will state the date, time, and place of meeting.

7.5.3 At least 7 days prior to the AGM, the agenda for the meeting, the Annual Report and the duly Audited Accounts for the preceding year and all resolutions proposed to be adopted at such AGM shall be circulated to the Members.

7.5.4 The business to be transacted at an AGM will be:

i. To receive and approve both the Annual Report and Audited Accounts for the preceding year.
ii. To elect a President and Executive Members whenever due.
iii. To appoint an Auditor.
iv. To transact any other general item business of which at least 21 days' notice in writing had been given to the Office by any Member.
v. Any alterations to the Constitution.
vi. Approved annual Affiliation and Membership fees

7.5.5 Alterations to the Constitution must be supported by 75% of the Members entitled to vote.

7.6 Special General Meeting

7.6.1 At other times, a Special General Meeting ("SGM") must be called by the President on the request in writing of not less than twenty-five percent (25%) of the total voting membership and may be called at any time by order of the Executive Committee. The request in writing must be given to the Office and shall set forth the business that is to be transacted.

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

7.6.3 In the event that the Executive Committee does not, within two months from the date of the receipt of the written request proceed to convene a Special General Meeting, the Members who requested for the Special General Meeting will convene the Special General Meeting by giving twenty-one (21) days' notice to voting Members setting forth the business to be transacted.

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

8. President and Executive Committee

8.1 The ONF Executive Committee shall consist of;

- the President,
- and one representative from each Full Member Country as appointed by that Full Member Country and confirmed annually at the AGM or as required.

8.2 Election of the President shall take place at the Annual General Meeting in accordance with 8.6 (a).

8.3 Nominations for President may be made by Full Members and must be received at the Office no less than twenty-one (21) days before the date set for the Annual General Meeting. Nominations will be circulated to the Members.

8.4 The President shall be the ONF's Regional Director on the WN Board, except where the President elected is an employee or contractor of the Regional Federation or of any Member, full or associate of the Federation. Then the following shall apply;

8.4.1 An election shall be held for the role of WN Regional Director for Oceania. Such person elected must comply with the requirements under the WN Articles of Association.

8.4.2 Subject to the outcome of the President election, nominations for the election of WN Regional Director may be permitted from the floor at the AGM, or

8.4.3 The ONF Executive Committee may be empowered by the AGM to undertake to elect the WN Regional Director at the first Executive Committee meeting after the AGM, but not later than 2 months after the AGM where the President was elected.

8.5 The Executive Committee shall have the power to fill any vacancy of the President, occurring at any time between General Meetings.

The Executive Committee shall appoint to fill such vacancy which shall expire at the next Annual General Meeting at which time, elections will be held to fill the vacancy as determined by Rule 8.2 and/or Rule 8.3.

8.6 (a) The term of office of the President shall be 4 years. The President may be re-elected for a maximum of two (2) subsequent and consecutive terms of office, to a maximum of 12 years.

(b) Each Full Member Country shall appoint a representative to the ONF Executive Committee and confirm this appointment at the Annual General Meeting or such other annual confirmation as the ONF determines.

i. The Full Member Country shall have the right to fill any vacancy of their representative occurring at any time between General Meetings and advise ONF of such.
ii. There are no limits on the term of appointment to the Executive Committee, by Full Member Countries, nor restrictions on who may hold the appointment, subject to the regulations of the Full Member Country.

8.7 The President shall hold one (1) vote on behalf of the ONF Executive Committee at General Meetings.

8.7.1 Should the President be unable to attend a General Meeting they may appoint a Nominee to take their role as President. This Nominee shall act as the President and hold such powers as the President for the General Meeting.

8.8 All members of the ONF Executive Committee shall have the right to attend, speak and vote at all Executive Meetings.

8.9 No employee of the ONF shall be entitled to be an Executive Member.

8.10 Powers of the Executive Committee

8.10.1 The Executive Committee shall have the power to:

(a) develop and implement strategies, policies and procedures for the administration, promotion, and development of Netball in the Oceania region

(b) develop and implement prudent policies to protect and enhance ONF's finances

(c) control and invest the funds of ONF

(d) co-opt, engage, contract, or otherwise agree to obtain the assistance or advice of any person or organisation for ONF

(e) determine the annual calendar of events for ONF

(f) appoint such persons as it considers appropriate and determine the terms and conditions to ordinary committees of ONF and if necessary, terminate such appointments

(g) subject to this Constitution, fill a vacancy of the President and of any ordinary committee which is established by it

(h) may establish and organise ONF Netball matches, competitions, and events

(i) resolve and determine any disputes or matters not provided for in this constitution

(j) do all other acts and things which are within the powers and Objects and which the Executive Committee considers appropriate and

(k) seek legal, financial, and other professional advice as required

8.11 Meetings of the Executive Committee

8.11.1 The Executive Committee shall meet face to face or by electronic means to decide policy, determine strategy and financial matters of Oceania Netball.

8.11.2 The President shall chair all meetings of the Executive Committee. In the absence of the President, the Executive Committee shall determine the chair for the meeting from among their members.

8.11.3 All policy matters requiring immediate attention and day-to-day management of Oceania Netball shall be carried out by the Office.

9. Finance

9.1 Trustees for the account shall be the Executive Committee. Any one of the Executive Committee, together with the Office, shall be required to sign or approve authorised payments.

9.2 The financial year of ONF shall commence 1st April and end 31st March in the next year and may be altered from time to time by the Executive Committee.

10. Indemnity

10.1 Without prejudice to any indemnity to which the person(s) concerned may otherwise be entitled, every Executive Committee Member and other officers of Oceania Netball (other than anyone engaged by Oceania Netball as an auditor), every person who was, at the request of Oceania Netball, serving as

an Executive Committee Member, will be indemnified out of the assets of Oceania Netball against:

(a) any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust in relation to Oceania Netball or an associated company; and

(b) all expenses, including legal fees, and all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings against any such person who is or was a party or is threatened to be made a party any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an Executive Committee Member, Officer or other person as is set out above.

10.2 The indemnity in Rule 10.1 only applies if the person acted honestly and in good faith and in what such person believed to be in the best interests of Oceania Netball and, in the case of criminal proceedings, such person had no reasonable cause to believe that her conduct was unlawful.

10.3 The decision of Executive Committee as to whether the person acted honestly and in good faith and in what such person believed to be in the best interests of Oceania Netball and as to whether the person had no reasonable cause to believe that his/her conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these Rules, unless a question of law is involved.

10.4 No Executive Committee Member, former Executive Committee Member, officer, or liquidator of Oceania Netball will be liable for any liability or default of Oceania Netball, unless specifically provided in the Rules or Regulations or WN Articles of Associations or in any other enactment and except in so far as that person may be liable for that person's own conduct or acts.

11. Declaration

11.1 Oceania Netball declares its opposition to any discrimination on the grounds of race, gender, religion, creed, political beliefs, disability, marital status, sexual orientation, or trade union activity.

11.2 Oceania Netball formally undertakes to be bound by and to comply with the World Netball Memorandum of Association, Articles of Association, and the Regulations.

(a) will incorporate anti-doping regulations that are compliant with the World Anti-Doping Code and the WN anti-doping regulations; and

(b) will incorporate anti-corruption regulations that are compliant with the World Netball's anti-corruption regulations; and

(c) will admit into membership (and continue the membership of) Members located in the Region, and only those Members (in the event of a dispute as to the area covered by a Region or to which Regional Federation a Member should belong, the decision of the ONF Executive Committee will be final and binding); if a member withdraws from or is suspended or expelled from membership of World Netball it will automatically be deemed to have withdrawn from or been suspended or expelled from membership of Oceania Netball.

12. Common Seal

12.1 Oceania Netball shall have a common seal which shall be in the custody of the Office.

12.2 The common seal shall be affixed to a document in the presence of either 2 Executive Committee Members or an Executive Committee Member and the Office.

13. Colours

The official colours of Oceania Netball shall be as described in the World Netball - Oceania Netball brand guidelines.

14. Disputes

In the event of any disputes arising amongst the members, such Members will attempt to resolve the matter at an Annual General Meeting. Should the Members fail to resolve the matter at such Annual General Meeting, they may bring the matter to the President or Executive Committee for resolution.

15. Dissolution

15.1 Oceania Netball will not be dissolved except with the approval of not less than sixty percent (60%) of those entitled for the time being to vote at general meetings and the approval of World Netball.

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

16. Interpretation & Definitions

16.1 In the event of any question or matters arising out of any point which is not expressly provided for in this Constitution, the Executive Committee's decision shall be determinative of that issue UNLESS it is reversed by the Members at an Annual General Meeting by a resolution carried by a majority of at least 75 percent (75%) of the votes properly recorded at such Annual General Meeting.

16.2 The words and phrases used in this Constitution shall mean as follows:

Associate Member means an entity that has been admitted as a member of the Company in accordance with Article 4.2.

Country means the whole country, state, territory, or part of a territory under the jurisdiction of a National Association, as recognised by Oceania Netball in its absolute discretion.

Executive Committee means the ONF Executive Committee elected pursuant to Rule 8

Full Member means a National Association that has been admitted as a Full member of Oceania Netball in accordance with Rule 4.1.

Member means a National Association, whether incorporated or unincorporated, which governs the sport of Netball in a Country and which has been admitted as a Member of Oceania Netball (either as a Full Member or an Associate Member) in accordance with Rule 4.

National Association means a national governing body of Netball.

Netball means the sport of netball and other derivatives of the game as determined by the Executive Committee from time to time.

Oceania Netball means the geographic region that includes New Zealand and island nations in Melanesia, Micronesia, and Polynesia

Office means the Administration Office of Oceania Netball.

President means the person elected pursuant to Article 9.12.1.

Region means the Oceania Region.

Regional Federation means a regional federation established in accordance with Article 4 of World Netball.

Registrar means the Registrar of Incorporated Societies.

Regulations means any rules, regulations, codes, or policies made by or on behalf of Oceania Netball, as amended from time to time.

Rule/s means the Rules of the Constitution of Oceania Netball, as amended from time to time

Voting Rights means, in relation to a resolution of the Members, all the rights to vote on such resolution conferred on such Members on the basis that each Member is entitled to one vote on any resolution on which such Member is entitled to vote.

16.3 'Written' or any term of like import includes

Information generated, sent, received, or stored by electronic, digital, magnetic, optical, electromagnetic, biometric, or photonic means including electronic data interchange, electronic mail, telegram, telex, or telecopy, and 'in writing' will be construed accordingly.

16.4 Words denoting any one gender include all other genders and words denoting the singular will include the plural and vice versa; words importing persons except the word 'individual' will include associations, Federations, corporations, and other organisations whether incorporated or unincorporated; and

16.5 Where there is any conflict between the provisions of these Rules, the provisions of these Rules will prevail.