

# **Bristol Baseball Club Constitution**

**As approved at AGM on 4 Nov 2010**

(with typographical errors corrected as at 31 Jan 2011)

## 1 Name

1.1 The Organisation shall be called Bristol Baseball Club. Bristol Baseball Club shall exist to promote the sport of baseball in the city of Bristol and surrounding community. The club shall provide games, training, and coaching for all ages and levels of participants. The club shall consist of local amateur players as well as those wishing to compete on a national level in the British Baseball Federation (BBF) or equivalent amateur organization.

## 2 Affiliation

2.1 Bristol Baseball Club shall be affiliated to the British Baseball Federation (BBF) or any body acting on behalf of the BBF or any equivalent organization.

## 3 Aims and Objectives

3.1 The objectives of Bristol Baseball Club shall be to promote and further the interests of baseball in Bristol and the surrounding area.

3.2 The Bristol Baseball Club shall, whenever possible, field a team to compete in the BBF or equivalent national league.

3.3 The Bristol Baseball Club shall seek to establish a youth league to promote youth baseball and sustain its adult team(s).

3.4 The Bristol Baseball Club shall seek to establish and maintain baseball playing fields within and around Bristol.

3.5 The aims and objectives of Bristol Baseball Club should be consistent with the furthering of equal opportunities for all groups in baseball.

3.6 Any surplus income or gains of Bristol Baseball Club shall be reinvested into the club. No distribution of club assets in cash or in kind shall be made to any members or third parties, save that the club may provide the ordinary benefits of an amateur sports club (as defined by section 660(4)-(5) of the Corporation Tax Act 2010 or any replacement legislation) to its members.

## 4 Membership

4.1 Bristol Baseball Club shall consist of the officers and members.

4.2 Membership of Bristol Baseball Club shall be open to the community and without discrimination on the grounds of ethnicity, nationality, sex, race or of political, religious or other opinions, to any person in the area who is prepared to accept and support the

objectives of Bristol Baseball Club. Membership eligibility shall also be free from discrimination on the grounds of disability. Where a disability would make playing the game of baseball impossible or unsafe, a disabled member's participation may be limited. However, Bristol Baseball Club shall endeavour nonetheless to encourage as many members of the community as possible to participate in any way possible.

- 4.3 In accepting membership a person agrees to abide by the constitution of Bristol Baseball Club and the rulings of the Bristol Baseball Club Executive Committee
- 4.4 Members under the age of 16 years shall be considered as "Junior members". Members aged 16 and over shall be considered as "Senior members".
- 4.5 Junior members shall not have the right to vote at meetings, but their parents or guardians are entitled to vote on their behalf as full members at meetings of Bristol Baseball Club.
- 4.6 All members shall provide such contact information as is reasonably required by the Executive Committee for the running of the club. It is envisaged that all members shall have access to an e-mail account although this is not a pre-requisite for membership eligibility.
- 4.7 Notices of meetings to members and officers shall be deemed properly given if sent by e-mail (to the address most recently provided under paragraph 4.6). Notices of meetings for members (other than Executive Committee meetings) shall also posted online at [www.bristolbaseball.co.uk](http://www.bristolbaseball.co.uk) or any replacement website operated by the club from time to time.
- 4.8 Any notice to be given by a member to the Executive Committee (including any single member of the Executive Committee) shall be deemed properly given if sent by e-mail to an address published as operated by the Executive Committee or the Executive Committee member in question.

## 5 Membership Fees

- 5.1 Membership fees shall be stipulated by the Bristol Baseball Club Executive Committee distinguishing between each group of players that it deems fit. For the avoidance of doubt, all groups of players shall carry equal voting rights as described more fully in paragraphs 4 and 9.
- 5.2 Annual membership fees fall due on 1 February (Senior Members) and 1 April (Junior Members) of each year and are payable to Bristol Baseball Club.
- 5.3 The Executive Committee may decide upon other charges or subscription at its discretion.

## 6 Officers

- 6.1 The officers of Bristol Baseball Club may include (but are not limited to) Chairman, Vice Chairman, Secretary, Treasurer, Webmaster, Facilities Coordinator, Youth

Programs Coordinator, Social Chairman, team coaches, umpires, scorers and helpers. The Executive Committee shall also appoint a Manager for each team, who – if not on the Executive Committee – shall be entitled to attend and speak at (but not vote in) meetings of the Executive Committee.

- 6.2 These officers shall hold office for a calendar year, being elected annually at the Annual General Meeting (see paragraph 9). All officers shall retire annually but shall be eligible for re-appointment.
- 6.3 The Executive Committee may fill any casual vacancy occurring where it is deemed in the interest of Bristol Baseball Club, such appointments to retire at the following Annual General Meeting.

## 7 Executive Committee

- 7.1 The management of Bristol Baseball Club shall be vested in the Executive Committee hereinafter called the Executive Committee.
- 7.2 The Executive Committee shall act for the members in the day-to-day running of Bristol Baseball Club. In furtherance of the aims and objectives, the Executive Committee shall have the power to:
  - 7.2.1 purchase and sell goods, supplies and equipment to and from third parties and/or members;
  - 7.2.2 receive funds through membership fees, subscription fees, donations, grants, or any other sources available from time to time;
  - 7.2.3 represent the interests of the Bristol Baseball Club to other local and national bodies;
  - 7.2.4 support such community groups, events and organisations as are deemed by the Executive Committee to be in furtherance of the aims and objectives of Bristol Baseball Club;
  - 7.2.5 employ such persons or retain such services as are necessary for the proper pursuit of the aims and objectives of Bristol Baseball Club; and
  - 7.2.6 do all other such lawful things as shall further the aims and objectives of Bristol Baseball Club.
- 7.3 Liabilities incurred by the Executive Committee shall be deemed liabilities of the full membership, provided the Committee members act reasonably and in accordance with this constitution, in honesty and good faith at all times.
- 7.4 The Executive Committee shall be comprised of the Chairman, Vice Chairman, Secretary, Treasurer, and any other positions the Executive Committee deems necessary.

- 7.5 The Chairman shall convene meetings of the Executive Committee and the committee shall endeavour to meet no less than three times a year.
- 7.6 The quorum for the transaction of business at Executive Committee meetings shall be 4 (four), provided the Chairman or Vice Chairman has provided at least 48 hours' notice of the meeting to all members of the Executive Committee. If less than 48 hours' notice is provided, the quorum shall be one person fewer than the full Executive Committee at the time
- 7.7 Every question at a meeting of the Executive Committee shall be determined by a majority of the vote of the members present and every voting member having one vote. In the event of an equality of votes, the Chairman shall have a casting vote.
- 7.8 The interpretation of the constitution of Bristol Baseball Club shall be vested in the Executive Committee, who shall decide all questions relating to Bristol Baseball Club, save for any issues reserved to the full membership as specified in the constitution (for example, see paragraph 14).
- 7.9 The Executive Committee shall be responsible for considering any application for membership and shall decide if any given application should be accepted. This decision shall be in accordance with the non-discriminatory policy specified in 4.2 and any Equal Opportunities Statement which has been adopted by the Executive Committee .

## 8 Finance

- 8.1 All monies raised by or on behalf of Bristol Baseball Club shall be applied to further the objects of Bristol Baseball Club and for no other purpose.
- 8.2 The Treasurer is responsible for monitoring and day-to-day running of the finances of Bristol Baseball Club.
- 8.3 The financial year of Bristol Baseball Club ends on 31 October.
- 8.4 Proper accounts shall be kept of all sums of money received and paid out by Bristol Baseball Club.
- 8.5 An audited statement of accounts up to and including this date shall be presented at the Annual General Meeting of Bristol Baseball Club. For the avoidance of doubt, unless required by law, the auditing of the accounts does not need to be conducted by a qualified accountant; any person, other than the Treasurer, who is judged by the Executive Committee to be competent for the purpose may audit the accounts.
- 8.6 The funds of Bristol Baseball Club shall be lodged at a bank or building society in an account in the name of Bristol Baseball Club. All cheques, drafts, etc drawn on these accounts shall be signed by two of either the Chairman, Vice Chairman, and Treasurer.

## 9 Annual General Meeting and Other Meetings

- 9.1 The Annual General Meeting (AGM) of Bristol Baseball Club shall be held in every year during the month of November, or as soon as reasonably possible after November. At the AGM, the annual report for the previous season of the Executive Committee and the statement of accounts up to the end of the financial year shall be presented.
- 9.2 Not less than 14 (fourteen) days' notice of the time and venue of the AGM shall be given to all members by any member of the Executive Committee pursuant to paragraph 4.7.
- 9.3 The AGM shall elect such officers of Bristol Baseball Club as it may from time to time determine.
- 9.4 The Chairman may receive nominations for officers at any time, including during the AGM. Nominations shall require two votes (nominated and seconded). Nominations can only be accepted from persons eligible to vote at the AGM.
- 9.5 The Chairman may call an additional general meeting at any time when s/he considers it necessary or desirable, or upon the written request of two members of the Executive Committee. If an application in writing is submitted to the Chairman signed by not less than 15 (fifteen) members other than Executive Committee members, the Chairman shall call a general meeting (which shall be called an Extraordinary General Meeting (EGM)), to take place as soon as reasonably possible after provision of 14 (fourteen) days' notice to all members.
- 9.6 All members shall be entitled to vote at general meetings of Bristol Baseball Club and shall have equal voting rights.
- 9.7 The quorum for general meetings shall be 20% (twenty percent) of the voting membership present and eligible to vote.

## 10 Voting Procedures at general meetings (including AGMs and EGMs)

- 10.1 Each member shall be entitled to one vote.
- 10.2 A motion shall be carried by a simple majority of those present and voting, except when the motion is a constitutional amendment which shall require a two-thirds majority.
- 10.3 The Chairman shall have a casting vote in addition to a deliberative vote.

## 11 Property and Staff

- 11.1 Responsibility for all property owned or leased by Bristol Baseball Club and for the employment of paid staff and volunteers rests with the Executive Committee.

- 11.2 Members of the Executive Committee may receive stipends from funds, thus making them staff, if the Executive Committee deems it necessary. Such staff may continue to hold voting positions on the Executive Committee, but shall not be eligible to vote on matters relating to their own employment.
- 11.3 Any person appointed as staff by the Executive Committee who does not sit on the Executive Committee shall report to the Executive Committee.
- 11.4 The Executive Committee shall have the authority to dismiss and discipline staff as it deems fit, acting reasonably at all times and within the bounds of the contract with such employee and in accordance with the law.

## 12 Discipline and Appeals

- 12.1 The Executive Committee shall have the power to take reasonable disciplinary action against any member and shall have authority to terminate the membership of any member guilty of conduct deemed to be to the detriment of Bristol Baseball Club.
- 12.2 There shall be a right of appeal to a disciplinary committee, which shall be convened if such an appeal is notified to the Secretary within 28 (twenty-eight) days of the disciplinary action being notified to the member. The disciplinary committee shall include at least three members who do not sit on the Executive Committee, such members to be selected by the Executive Committee. The Secretary shall organise any meeting or decisions of the disciplinary committee but shall not have a vote in its decision.
- 12.3 The appeal should normally be considered within 14 (fourteen) days of it being received by the Secretary.

## 13 Dissolution Procedures

- 13.1 In the event of Bristol Baseball Club ceasing to exist, and following the discharge of all debts and liabilities, any assets at the time of the dissolution shall be distributed in accordance with 13.3. No member shall obtain any asset from Bristol Baseball Club.
- 13.2 Bristol Baseball Club may be wound up on a resolution of the members, passed by a two-thirds (66.7%) majority at a general meeting convened for that purpose. At least 28 (twenty-eight) days notice of the meeting shall have been sent to all members of Bristol Baseball Club (pursuant to paragraph 4.7). Should there not be a quorum at such a meeting (as defined in paragraph 9.7), then provided proper notice was provided to all members in accordance with this paragraph, it shall be in the power of those present to wind up Bristol Baseball Club upon a vote of more than an 80% majority of those present.
- 13.3 In the event of the passing of a resolution to wind up Bristol Baseball Club, the resolution shall specify one of the following three options for distribution of the club's assets following dissolution:

13.3.1 assets shall be given to the BBF or (any other governing body of baseball), for use in promoting baseball among the community;

13.3.2 assets shall be given to another amateur sporting organisation selected by the members from all registered Community Amateur Sports Clubs (as defined by HM Revenue & Customs from time to time); or

13.3.3 assets shall be given to a registered charity.

In default of agreement by the members, any remaining assets shall be given to a registered charity.

13.4 In the event of passing of a resolution to wind up Bristol Baseball Club, the members shall also appoint a representative committee, which shall be empowered to distribute assets, including cash and investment in hand based on the option selected by the members pursuant to paragraph 13.3. Prior to distributing assets, the representative committee shall first discharge all liabilities of the club.

#### 14 Review of the Constitution

14.1 This constitution shall be open to review at any time, although amendments to the constitution shall only be made at an AGM following a vote of the membership.

14.2 Additions to, or alterations of the constitution shall be submitted to the Chairman not less than 10 (ten) days before the date of the AGM. No resolution involving an amendment to the constitution may be proposed or amended from the floor of a meeting.

14.3 In the event of a proposal for amending the constitution being received in writing prior to the general meeting, the Executive Committee shall inform the membership of the proposed motions not less than 3 (three) days before the Annual General Meeting.

14.4 Any further proposed amendments to a proposed amendment to the constitution shall be submitted in writing to the Chairman at any time before commencement of the AGM.

14.5 Any alteration to the constitution shall require a two-thirds majority of those members who are present and voting.

14.6 In the event of any question or matter arising which is not provided for in the constitution, the Executive Committee shall deal with such question or matter. Acting in good faith and reasonably at all times, decisions of the Executive Committee shall be final.