



BRITISH BASEBALL FEDERATION CONSTITUTION

1. NAME

- 1.1. The name of the organisation shall be the **British Baseball Federation** and hereinafter shall be referred to as the BBF.

2. STATUS

- 2.1. The BBF is an unincorporated association.
2.2. The BBF is the National Governing Body for Baseball in Great Britain.

3. OBJECTIVES

- 3.1. To organise, promote and develop baseball in Great Britain on behalf of its membership.
3.2. In collaboration with the British Softball Federation ("BSF"), to organise, promote and develop Baseball5, eSports, Para-sports (such as Blind Baseball and Wheelchair Softball) in Great Britain, including the entry of club teams and national teams into international competition. For the purposes of this Article, "eSports" means any form of active virtual/electronic entertainment representing or impersonating fully or in part any of the disciplines, events or trademarks governed by the WBSC as well as all related online and offline competitions.
3.3. To ensure the operational running of baseball is dealt with in a satisfactory manner.
3.4. To administer a national teams programme to represent the country in international baseball.
3.5. To carry out any other duties as the National Governing Body of baseball.

4. MEMBERSHIP

- 4.1. The voting members and members shall be collectively known as the "Membership"
4.2. The following shall comprise the Voting Members:
4.2.1. Affiliated Clubs.
4.2.2. Life Members (prior to 1 January 2004)
4.2.3. Umpires Association.¹
4.2.4. Scorers Association.²
4.2.5. Coaches Association.³
4.2.6. British University Baseball Association.⁴
4.3. An Affiliated Club shall be formed of one of many baseball teams, either senior, youth or both, and such teams may or may not be entered into BBF leagues as each Affiliated Club see fit. Baseball clubs may affiliate to the BBF upon written request to the Secretary, acceptance by the baseball club of the BBF Constitution, Rules and Regulations and payment of any BBF fees as notified from time to time and thus become an "Affiliated Club". Baseball clubs may resign their affiliation at any time in writing to the Secretary.
4.4. Participants associated with Affiliated Clubs shall automatically be Members of the BBF. Participants may include players, coaches, managers, umpires, scorers and others associated with an Affiliated Club.
4.5. Affiliated Clubs shall maintain a record of Participants in the current and immediately preceding season and shall supply the record to the Board upon written request of the Board within fourteen (14) days of the request being made.
4.6. Only Participants associated with an Affiliated Club shall represent their Affiliated Club at General Meetings.
4.7. The BBF shall formally recognise each of the four Associations at a General Meeting and re-recognise them at each AGM. Any dispute as to the legitimacy of any body's claim to be an Association shall be put to the remaining Voting Members at a General Meeting.
4.8. Participants associated with one or more of the four Associations shall automatically be Members of the BBF. These will be umpires, scorers and coaches and members of the BUBA.
4.9. Associations shall maintain a record of Participants in the current and immediately preceding season and shall supply the record to the Board upon written request of the Board within fourteen (14) days of the request being made.
4.10. Only Participants associated with an Association shall represent their Association at General Meetings.

¹ Amateur Baseball Umpires Association (**ABUA**- GB)

² Not applicable

³ Not applicable

⁴ Not applicable



- 4.11. Life Members shall be Members of the BBF.
- 4.12. Voting Members and Members currently on probation or currently sanctioned by the BBF are not entitled to a vote at a General Meeting, nor (in the case of Members) represent a Voting Member at a General Meeting, nor run for election to any positions on the Board, nor be co-opted by the Board to serve on the Board, nor propose or second candidates for election to the Board.
- 4.13. Life memberships may be awarded by a majority vote of Voting Members at an Annual General Meeting.

5. BBF BOARD

Roles and Responsibilities

- 5.1. The Board shall be responsible for fulfilling the Objectives on behalf of the BBF and its Membership in whatever way it sees fit. The Board shall be presided over by the President and in his/her absence or the post being vacant the Board shall nominate one of its number to serve as an interim presiding officer. The roles and responsibilities of the Board shall be defined by the Board from time to time and presented to the Voting Members at a General Meeting for approval.
- 5.2. The Treasurer shall be a qualified accountant and where this is not possible (due to no qualified accountant being elected to the role) then the Board shall invite a qualified accountant to attend Board Meetings to support and advise the Treasurer, and also serve on the Finance Committee. As a last resort, the Board shall appoint a qualified accountant to support and advise the Treasurer in their role, upon whatever commercial terms can be agreed with such a qualified accountant. The appointment of an external accountant shall in no way limit or relieve the Treasurer from having overall responsibility for the finances of the BBF.

Officials

- 5.3. The Board shall consist of up to nine (9) Officials:
 - 5.3.1. President
 - 5.3.2. Secretary
 - 5.3.3. Treasurer
 - 5.3.4. Development Official
 - 5.3.5. National Teams Programme Official
 - 5.3.6. Officials Commissioner
 - 5.3.7. Coaches Commissioner
 - 5.3.8. Senior Affiliated Clubs League Commissioner
 - 5.3.9. Youth Affiliated Clubs League Commissioner
 - 5.3.10. Marketing and Communications Official
- 5.4. The Officials at 5.3.1, 5.3.2, 5.3.3, 5.3.4, 5.3.5 and 5.3.10 shall be collectively termed "Officers". The Officials at 5.3.6 and 5.3.7 shall be collectively termed "Commissioners". The Officials at 5.3.8 and 5.3.9 shall be collectively termed "League Commissioners".
- 5.5. The Officers at 5.3.1, 5.3.2, 5.3.3, 5.3.4, 5.3.10 shall be directly elected by Voting Members at a General Meeting. The Officer at 5.3.5 shall be appointed by the elected board members.
- 5.6. The Commissioners shall be directly elected by Voting Members at a General Meeting.
- 5.7. The League Commissioners shall be directly elected by Voting Members with a direct association to the senior/youth bracket for each Officials role.
- 5.8. Any person may run for election to the Board but must be nominated by a Voting Member and seconded by one or more further Voting Members, except in respect of the League Commissioners where the nomination and seconding must be only from Affiliated Clubs with a direct association to the region and adult/youth bracket for each League Commissioner's role.
- 5.9. A person may run for election for more than one Officials role at an AGM.
- 5.10. Should there be Officials vacancies, the Board may co-opt from the Membership as it deems necessary, with the exception of a vacancy for President that shall not be co-opted but must be voted upon by the Voting Members at the next AGM or an EGM called for the purpose.

This power of co-option shall also be subject to clause 5.10A and shall not apply to a vacancy/vacancies arising from the removal of an Official(s) by the Voting Members at a General Meeting pursuant to clause 7.3, or from either the removal by the Board of any elected Official(s) subject to a Motion of Removal set out in a Letter of Request for an EGM by the Voting Members, or from the resignation of such Official(s) after the submission of that Letter of Request.



- 5.10A. Vacancy arising from Motion of Removal by Voting Members at a General Meeting, or from either the removal by the Board of any elected Official(s) subject to a Motion of Removal set out in a Letter of Request for an EGM by the Voting Members, or from the resignation of such Official(s) after the submission of that Letter of Request.
- 5.10A.1. Notwithstanding clause 5.10 or any other provision of this Constitution permitting the Board to fill a vacancy by co-option or appointment, whenever an elected Official(s) is removed from office by resolution of the Voting Members, via a Motion of Removal at a General Meeting pursuant to clause 7.3, or where elected Official(s) subject to a Motion of Removal set out in a Letter of Request for an EGM by the Voting Members are removed by the Board or resign after the submission of that Letter of Request, the resulting vacancy/vacancies shall not be filled by co-option or appointment by the Board, with the exception that, with regard to the election required by clause 5.10A.2, where no eligible candidate has been duly nominated for the position(s), or no candidate is elected, responsibility for co-option shall revert to the Board.
- 5.10A.2. Upon the passing of such a resolution for removal under clause 7.3 (or where elected Official(s) subject to a Motion of Removal set out in a Letter of Request for an EGM by the Voting Members are removed by the Board or resign after the submission of that Letter of Request), an election shall take place at the same General Meeting. In the case of the passing of a resolution for removal, the election for the interim Official(s) shall take place immediately, as the next order of business at the Meeting. In the case of the Board removal or resignation of such Official(s) after the submission of the Letter of Request for an EGM, the election for the interim Official(s) shall take place at a point in the Meeting determined by the Voting Members who requested the EGM.
- 5.10A.3. Candidates for the vacancy/vacancies resulting from a successful Motion of Removal, or from the removal by the Board or resignation of elected Official(s) subject to a Motion of Removal as laid out in the Letter of Request for an EGM by the Voting Members, must be nominated and seconded in accordance with clause 5.8 not less than five (5) days prior to the General Meeting notwithstanding any nomination deadline or notice requirement otherwise applicable under this Constitution, and must satisfy the eligibility requirements applicable to election to that/those Official role(s) under clauses 4.12 and 5.14.
- 5.10A.4. The election shall be conducted in accordance with clauses 6.23 to 6.30 and any other provisions of this Constitution governing the election of the relevant Official(s) by the Voting Members. Voting shall be administered by secret ballot.
- 5.10A.5. The person(s) elected pursuant to this clause shall take office immediately upon declaration of the result and shall serve as interim Official(s) until the next AGM, at which the position(s) shall be subject to election in accordance with the Constitution.

Terms

- 5.11. Each Officer will serve a term of two (2) years.
- 5.12. Each Commissioner will serve a term of two (2) years.
- 5.13. Each League Commissioner will serve a term of two (2) years.
- 5.14. No person may stand for an election to an Officials role (or be co-opted to the same role) if they have already served on the Board for more than eight (8) consecutive years in that specific Officials role, although they are free to stand for election (or be co-opted) to another

British Baseball Federation (All rights reserved) Farnham Park National Baseball and Softball Complex, Farnham Park Playing Fields, Beaconsfield Road, Farnham Royal, Slough SL2 3BP United Kingdom

Officials role. The eight (8) years cover time spent both as an elected and co-opted Official.



A person may stand again for election (or be co-opted) to an Officials role previously held for eight (8) or more years after a minimum four (4) year break from the role.

- 5.15. Officials roles co-opted will automatically be vacated immediately prior to an AGM. The former co-opted is free to seek nomination and election to the Board in their former Officials role (subject to the eight-year limitation) or any other Officials role.
- 5.16. Any Officials roles that are vacant at the time of an AGM shall be subject to an election.

Appointment of Committees and Agents

- 5.17. The Board shall have the right to appoint and dismiss Committees from time to time, providing each such Committee with its terms of reference. The Board shall delegate such of its powers and authority to a Committee as the Board thinks fit. All Committees must be chaired by a Board Official. The Committee chair shall invite other people to serve on the Committee that may or may not have a direct connection to baseball. Each Committee must have a minimum three (3) people serve on them, including the chair. Two standing Committees must be established as follows; all other Committees will be ad-hoc:
 - 5.17.1. **Finance Committee** – chaired by the Treasurer and including at least one other Official and at least one UK qualified accountant (which may be the Treasurer).
 - 5.17.2. **National Teams Committee** – chaired by the National Teams Programme Official and including at least one other Official, the General Managers and Head Coaches of all senior and youth national teams and one player representative from the Men's National Team.
- 5.18. The Board shall have right to appoint an agent and delegate such of the Board's powers and authority to the agent as the Board thinks fit and upon terms that the Board believes to be in the best interests of the BBF. In making such appointments the Board shall reserve to itself the right to modify or terminate an appointment. In making an appointment the Board shall ensure at least two (2) Board Officials (one to be the President) are entitled to sit on the executive board (or equivalent) of any appointed agent (or such representation as may be negotiated with the prospective agent). Delegation of budgets or other financial matters to an agent shall be subject always to a right of audit for the Treasurer over the agent's financial records relating to that delegation.
- 5.19. In appointing an agent or terminating the appointment the Board must have at least a seventy-five percent (75%) majority to pass the appointment or termination. If a majority of the Board requests that a decision to appoint or terminate is put to the Membership then an AGM or an EGM (called specifically for the purpose) shall convene, in which case at least a seventy-five percent (75%) majority of the Voting Members present is needed to effect the change.

Board Meetings

- 5.20. The Board shall hold a Board Meeting at least four (4) times a year and shall ensure that accurate minutes are kept and are published on the official BBF website in a timely manner once approved by the Board. ⁷
- 5.21. To be quorate at Board Meetings there needs to be at least fifty percent (50%) of current Officials present.
- 5.22. In the event of a tied vote on any matter at a Board Meeting the President (or in his/her absence the Board Meeting chair) will have the casting vote.
- 5.23. The Board may invite other people to attend at and participate in Board Meetings (but never in a voting capacity) where the Board considers it beneficial for the conduct of the meeting to do so. Observers shall also be welcome at Board Meetings at the sole discretion of the President (or in his/ her absence the Board Meeting chair) not to be unreasonably withheld.

⁶ The provision was changed at the 2016 AGM whereby an AGM can be held at any time contingent it is with advanced notice, as stated in section, Board Meetings.

⁷ At least one meeting is encouraged in person.



6. GENERAL MEETINGS Annual General Meetings

- 6.1.** There shall be an Annual General Meeting (AGM) held between 1 October and 31 March of the following year, but there shall be only one AGM held during this six-month period.
- 6.2.** Notification of the date, time and venue relating to an AGM will be posted or emailed to all Voting Members not less than forty-five (45) days before the date of the AGM and also published on the official BBF website. The notification shall include:
 - 6.2.1.** Notice of any Board Officials roles to be elected at the AGM
 - 6.2.2.** A request for nominations and seconding of candidates for election to a Board Official role
 - 6.2.3.** A request for Board Official candidate statements
 - 6.2.4.** A request for motions to be put to the AGM
 - 6.2.5.** A request for nominations for life membership
 - 6.2.6.** Nominations, statements and motions shall be made to the Secretary no later than thirty (30) days before the date of the AGM, or any other date as included in the AGM notification.
 - 6.2.7.** The following documents will be posted or emailed to all Voting Members not less than twenty (20) days before the date of the AGM and also be published on the official BBF website. The documents shall include:
 - 6.2.8.** Financial accounts for the year just concluded
 - 6.2.9.** A budget for the coming year
 - 6.2.10.** Board Officials reports
 - 6.2.11.** Motions to be put to the AGM
 - 6.2.12.** A list of nominations for Board Officials roles, including candidate statements, where provided
 - 6.2.13.** A list of Voting Members, together with the number of votes each Affiliated Club has
 - 6.2.14.** Board Officials roles becoming vacant prior to an AGM, but after the documents have been issued, will be communicated in a timely manner to the Voting Members and further nominations and seconding sought, including during the course of the AGM itself.

Extraordinary General Meetings

- 6.3.** Any other meeting of the Membership shall be called an Extraordinary General Meeting (EGM).
- 6.4.** The Board may convene an EGM whenever it thinks fit.
- 6.5.** An EGM will be convened within forty-five (45) days of the receipt of a request for an EGM made by not less than forty percent (40%) of the Voting Members. Such a request must state the purpose of the meeting and any motions to be put to the EGM and shall be signed by a representative of each Voting Member requesting.
- 6.6.** An EGM shall be convened upon providing Voting Members with at least seven (7) days' notice by post or email of the date, time, venue and purpose of the EGM, the details to also be published on the official BBF website. Unless otherwise agreed by the Board only the purpose of the EGM shall be considered and no other business will be entered into.

General Provisions

- 6.7.** Collectively AGMs and EGMs shall be called General Meetings. The Membership shall be entitled to attend General Meetings. Observers are welcome at the sole discretion of the President (or in his/her absence the General Meeting chair) and subject to space allowing at the venue.
- 6.8.** An Annual General Meeting (AGM) or Extraordinary General Meeting (EGM) shall have a quorum of above 33.3% of the number of voting members present at the meeting
- 6.9.** General Meetings may be postponed or adjourned by the Board Officials present (or in their absence the chair of the intended General Meeting) to be reconvened no later than seven (7) days after the General Meeting should it not be quorate forty-five (45) minutes after the published start time or becomes inquorate at any time once the General Meeting starts.
- 6.10.** A General Meeting shall be chaired by the President (or in his/her absence by another Board Official or, finally, by a Voting Member or Member proposed from the floor of the meeting).
- 6.11.** At General Meetings where the President's term (or chair's term as an Official) is ending they shall preside over the entire General Meeting.

Entitlement to Vote

- 6.12. Each Voting Member shall have one (1) vote, except that an Affiliated Club shall be entitled to one (1) additional vote for each additional team beyond the first team registered with the BBF by that Affiliated Club and having a valid registration status (a “registered team”), subject to a maximum voting entitlement defined by clause 6.13.

The number and categories of registered teams attributable to each Affiliated Club shall be determined by reference to the BBF’s official registration records as at the date on which notice of the General Meeting is issued.

- 6.13. The maximum number of votes an Affiliated Club may hold or cast, in any voting scenario, shall be five (5).
- 6.14. For the purposes of applying clauses 6.12 and 6.13, the number of teams attributable to an Affiliated Club shall only be reduced where, prior to the date on which notice of the General Meeting is issued, the Club has formally withdrawn a team’s registration in writing to the Secretary, or the team’s registration status has been invalidated following completion of the applicable process prescribed under the BBF Rules, Regulations or governance policies. The grounds and procedures for such invalidation may be prescribed from time to time in those Rules, Regulations or policies.
- The commencement or completion of competitive play shall not, of itself, determine whether a team is a registered team for the purposes of this clause.
- Voting entitlement for that General Meeting shall be fixed as at the date on which notice of the General Meeting is issued and shall not be affected by any subsequent registration, withdrawal, invalidation of registration status or other change occurring before or during the General Meeting.
- 6.15. Pursuant to clause 5.7, the Secretary shall publish the respective voting rolls for elections for the Youth Affiliated Clubs League Commissioner and the Senior Affiliated Clubs League Commissioner in advance of the General Meeting, in order to make known each Affiliated Club’s voting entitlement, in accordance with clause 6.12, in such elections.
- The Secretary shall administer elections for the respective Commissioners in accordance with clauses 5.7 and 6.12 and the voting rolls published pursuant to this clause.
- 6.16. Affiliated Club shall be represented by at least one (1) Authorised Participant. Each Affiliated Club shall notify the Secretary from time to time of its Authorised Participants capable of representing the Affiliated Club at General Meetings, in a form prescribed by the Secretary.
- 6.17. Associations shall be represented by the recognised Commissioner (or equivalent role) within each Association, although may be represented by another of their Authorised Participants at each Association’s discretion. Each Association shall notify the Secretary from time to time of its Authorised Participants capable of representing the Association at General Meetings, in a form prescribed by the Secretary.
- 6.18. Voting Members who are Life Members shall represent themselves at General Meetings.
- 6.19. If a Voting Member is declared “unfinancial” by the Board i.e. owes money to the BBF, and has made no arrangement for meeting this debt, then that Voting Member is not entitled to vote. The declaration of “unfinancial” status shall be communicated by the Board to the Voting member not less than twenty (20) days prior to any meeting at which voting privileges may be exercised.
- 6.20. Wherever possible, a Board Official shall not cast a vote or votes on behalf of an Affiliated Club to whom they may be associated, if an alternative Authorised Participant from that Affiliated Club is present.
- 6.21. Affiliated Clubs with multiple votes may have one or many authorised Participants cast their votes.
- 6.22. Each Voting Member or their Authorised Participants shall be issued with one (1) voting card for each vote they hold.
- 6.23. For motions, Board elections and other matters requiring a decision by the Voting Members



- a vote will be taken in each instance among Voting Members.
- 6.24. Composite motions may be allowed at the sole discretion of the President (or in his/her absence the chair of the General Meeting).
 - 6.25. The President (or in his/her absence the chair of the General Meeting) shall appoint two (2) tally keepers at the start of proceedings for the purpose of tallying and cross-checking votes. These should be serving Officials in the first instance, or any Member present. Where possible the tally keepers should not themselves be entitled to vote at the General Meeting.
 - 6.26. The visible display of voting cards shall be deemed acceptable for voting and for which the tally keepers shall keep a tally of votes and report them immediately to the General Meeting and for recording in the minutes.
 - 6.27. If requested by a Voting Member (and seconded by another Voting Member) any vote may be a secret written ballot. Voting for Board Officials elections shall always be by a secret written ballot. Secret written ballots shall be administered and tallied by the tally keepers and report them immediately to the General Meeting and for recording in the minutes.
 - 6.28. For all elections, motions or other decisions requiring a vote a simple majority of the total votes cast will prevail. In the event of a tied vote the President (or in his/her absence the chair of the General Meeting) will have the casting vote except for Officials elections that shall be the subject of two further rounds of voting by secret ballot to resolve the deadlock only between those candidates that tied in the previous round.
 - 6.29. The voting for Officials shall be conducted one Officials role at a time, with a declaration of results after each Official is elected. The order of voting shall be the order of Officials listed in clause 5. A candidate may withdraw their name from the ballot at any time prior to the President calling for the voting for that role to commence.
 - 6.30. If a person stands for multiple Officials roles and is elected to a role their name will be removed automatically for all further roles on the ballot.

⁸ The BBF voting system is statutory system i.e., the proposed amendment or change, or candidate with the most votes is passed or voted on to the Board. The BBF voting system was adopted by the majority of members in 2015, to encourage Clubs to develop teams within their club's region, thus you receive a vote in proportion to the number of teams which make up the membership of the BBF

7. REMOVAL OF BOARD OFFICIALS

- 7.1. Board Officials can be removed on grounds of:
 - 7.1.1. Absence from more than three (3) consecutive Board Meetings without permission of the Board.
 - 7.1.2. Conduct judged by the Board to bring BBF into disrepute.
 - 7.1.3. Sanction under any BBF Rule or Regulation.
- 7.2. Board Officials may resign from the Board only by writing to both the President and Secretary. In the case of either the President or Secretary resigning such written notice shall be sent to all remaining Board Officials. Resignation will be deemed effective immediately unless a period of notice is provided, such notice can be no longer than thirty (30) days from the date notice is given.
- 7.3 A Board Official or Officials may also be removed from office by a Motion of Removal passed by the Voting Members at a General Meeting. All Voting Members otherwise entitled to vote under this Constitution are entitled to vote on a Motion of Removal, regardless of whether an Affiliated Club has registered Youth teams, Senior League teams, both or neither. A Motion of Removal may be brought whether or not any of the grounds set out in clause 7.1 apply.
- 7.4 A Motion of Removal under clause 7.3 must name the Official(s) concerned and their respective role(s), and must reference the grounds relied upon or, otherwise, the reasons for the loss of confidence. The Motion of Removal and the grounds or reasons for the loss of confidence must be included in the notice of the General Meeting. The Voting Members proposing the Motion of Removal may also issue a written statement in support of the motion for the purpose of providing additional context. This statement shall be included in the notice of the General Meeting or may, at the discretion of the Secretary, be distributed separately following the notice, provided that it is distributed to all Voting Members not less than seven (7) days before the General Meeting.
- 7.5 Notice of a General Meeting at which a motion under clause 7.3 (Motion of Removal) is to be considered shall be given to all Voting Members not less than fourteen (14) days before the date of the meeting, notwithstanding clause 6.6.



- 7.6 The Official(s) named in a Motion of Removal under clause 7.4 shall be entitled to receive the Motion of Removal and the grounds relied upon or reasons for the loss of confidence at the same time as the Voting Members and shall be entitled to submit a written response for circulation to Voting Members not less than seven (7) days before the meeting.
- 7.7 At the meeting, the Motion of Removal, the context for the Motion, and the grounds relied upon or reasons for the loss of confidence shall be presented to the Voting Members by a representative, or representatives, who are directly authorised by the Voting Members proposing the Motion of Removal, before the vote is taken. The Official(s) named in the Motion shall be given the opportunity to address the meeting in response, and an opportunity shall be provided to the Voting Members in attendance to ask questions and comment.
- 7.8 A Motion under clause 7.3 shall be carried by a simple majority of the total votes validly cast by Voting Members entitled to vote and represented at the General Meeting, in accordance with clause 6.28. Voting shall be conducted by secret ballot. The chair shall ensure that the method used for the ballot provides for the identity and voting entitlement of each Voting Member to be verified, preserves the secrecy of each vote, permits each Voting Member to cast no more than the number of votes to which they are entitled, and enables the result to be independently verified. The ballot shall be administered and tallied by the tally keepers appointed pursuant to clause 6.25, with the result reported to the General Meeting immediately. In the event of a tie (equality of votes), the Motion of Removal shall not be carried. The result shall be published to all BBF members within seven (7) days, and shall be recorded in the General Meeting minutes.
- 7.9 Where a Motion under clause 7.3 concerns the office of the person otherwise entitled to chair the meeting, that person shall vacate the chair for the duration of that item and shall have no casting vote on the Motion. A chair for that item shall be proposed from the floor and appointed by a simple majority of the votes cast. Clauses 6.10 and 6.28 are modified accordingly for that item only.
- 7.10 Removal under clause 7.3 takes effect immediately upon declaration of the result and confirmation of the motion having passed. The position(s) of the Official(s) shall thereupon be vacant. In the case of the removal of an elected Official(s) by resolution under clause 7.3, an election shall be immediately held to elect an interim office holder, subject to and in accordance with clause 5.10A. If no eligible candidate has been duly nominated, or if no candidate is elected, the Board must co-opt an interim office holder within fourteen (14) days, unless the Motion of Removal stipulates a different deadline.
- 7.11 If the Official(s) named in the Motion of Removal resign at any point after the submission of a Letter of Request for an EGM by the Voting Members to the Board, or are removed by the Board during this period, the Board shall delegate a Board member to administer their portfolio of responsibilities until such a point as an election for an interim Official(s) has taken place at the requested EGM.
- 7.12 Where an elected Official who is removed under clause 7.3 chairs a committee, the Motion of Removal may also include a resolution issuing a binding mandate to the Board to remove from that committee any or all of its members. Any such resolution must identify the committee concerned and state whether the binding mandate applies to all members of that committee or to specified members. Where such a resolution is carried as part of the Motion of Removal, the Board shall give effect to the mandate and remove the committee member(s) concerned from their committee positions. Such removal shall take effect immediately upon declaration of the result of the Motion of Removal, unless the resolution expressly provides for a different effective date. The removal of an elected Official who chairs a committee shall not, by itself, remove other members of that committee. Removal of other members pursuant to this clause shall occur only where expressly mandated by the Voting Members in the Motion of Removal.



8. RULES AND REGULATIONS

- 8.1.** The Board shall publish from time to time rules and regulations relating to the governance, operations and playing of baseball, including but not limited to:
 - 8.1.1.** A Code of Conduct.
 - 8.1.2.** A Complaints Procedure, based on best practice within the UK voluntary sector
 - 8.1.3.** A Discipline and Grievance Procedure to deal with alleged breaches of the Code and other
 - 8.1.4.** relevant issues, based on best practice within UK sports
 - 8.1.5.** A Whistleblowing Policy, based on best practice within the UK voluntary sector
 - 8.1.6.** A child protection policy
 - 8.1.7.** An anti-harassment policy
 - 8.1.8.** A diversity policy
 - 8.1.9.** An anti-doping policy
- 8.2.** The Board is to ensure a Handbook is produced before the start of each season containing all relevant rules and regulations for adult and youth play.

9. FINANCE

General Provisions

- 9.1.** The BBF financial year shall run from October 1 to September 30.
- 9.2.** The BBF may employ any legal activity to raise funds only to the extent required to meet the Objectives and in keeping with the Rules and Regulations and its status as an amateur sporting body.
- 9.3.** The Board shall present the following at each AGM for approval by the Voting Members:
 - 9.3.1.** recommended membership fees
 - 9.3.2.** a budget for the coming year
 - 9.3.3.** annual audited accounts (or draft, if the audit is not yet completed)
- 9.4.** The Board will publish the audited annual accounts on the official BBF website.

Bank Accounts

- 9.5.** The BBF shall open and maintain a single bank account (hereafter "Main Account"). The opening (and subsequent closing) of additional bank accounts (hereafter "Secondary Accounts") for other legitimate purposes shall require prior Board approval. The terms Main Account and Secondary Accounts shall be collectively called "Bank Accounts".
- 9.6.** Bank Accounts shall be held with UK banks and only in the name of "British Baseball Federation", or in any other name that shall be subject to a specific resolution approved by the Board. Any BBF Official may be an authorised signatory on Bank Accounts, and such authorisation of an Official shall be subject to a specific resolution approved by the Board. Bank Account transactions shall require the approval of at least two signatories (for example drawing cheques), other than the opening and/or closing of Bank Accounts, which shall be subject to a specific resolution approved by the Board.
- 9.7.** Bank Accounts shall be permitted to have an overdraft facility for an approved overdraft limit up to and including £1,000 per Bank Account. Should there be a need for an overdraft limit above £1,000 per Bank Account, this increased limit shall be subject to a specific resolution approved by the Board.
- 9.8.** Bank Accounts shall not be overdrawn unless a specific resolution is approved by the Board to this effect. No Bank Account shall be overdrawn beyond its overdraft limit at any time.
- 9.9.** Monthly bank statements (or at a lesser frequency as issued by a bank for any Bank Account) for each Bank Account shall be issued to Officials upon request.
- 9.10.** The Treasurer, or Official responsible if the Treasurer role is vacant, shall promptly notify the

bank of changes to Board Officials affecting the three (3) signatories as authorised from time to time in 9.6.
- 9.11.** With the exception of bank overdrafts (as already described) the BBF shall not receive the benefit of loans or create other financial liabilities without the prior approval of the Board, other than for individual loans or financial liabilities each in excess of £5,000 that shall require the prior approval by the Voting Members at a General Meeting and such to be re-approved each year at the AGM.
- 9.12.** The BBF shall not issue loans or advance credit to other bodies or individuals without the prior approval of the Board, other than for individual loans or credits each in excess of £5,000 that shall require the prior approval by the Voting Members at a General Meeting and such

to be re-approved each year at the AGM.

- 9.13. Where these banking provisions cannot be adopted due to limitations or rules of the bank, such variations shall immediately be reported to the Membership.

Audit

- 9.14. The Board shall recommend a suitably qualified external auditor to the Voting Members at a General Meeting for approval, for the purpose of providing an annual audit of the funds, monies and investments of the BBF. The auditor's appointment shall be upon whatever commercial terms can be agreed by the Board
- 9.15. The auditor shall report to the Board and prepare audited accounts for inclusion in the AGM documents for consideration and adoption by the Voting Members.
- 9.16. The Board shall consider and enact those audit recommendations that it considers in the best interests of the BBF and shall report at the AGM on those recommendations it has and has not adopted, giving reasons why not in the latter case.
- 9.17. Nothing within this article limits or relieves the Treasurer from performing internal audit activities reasonably expected of such a role.
- 9.18. The Board may recommend at a General Meeting that these audit requirements be temporarily suspended and if approved then such approval to be reconfirmed annually at AGMs.

Annual Accounts

- 9.19. The Treasurer shall draft and recommend a budget to the Board on an annual basis. The budget shall be for the forthcoming year but shall also provide a high-level budget estimate of the two subsequent financial years to aid long term planning and decision making by the Board. The Board shall agree the budget no later than thirty (30) days prior to the commencement of the financial year to which it relates and recommend the budget to Voting Members at the next AGM.
- 9.20. The Treasurer shall provide to the Board within thirty (30) days of the end of each of the first three quarters in a financial year a quarterly written variation report comparing the budget to actuals and may include recommendations to the Board for a reforecast of the remaining budget in that financial year.
- 9.21. The Treasurer shall provide to the Board within sixty (60) days of the end of the financial year to which it relates a set of written final accounts to include (but not limited to) a balance sheet, an income and expenditure sheet and a cash flow sheet for the financial year just ended.

10. DISSOLUTION

- 10.1. Upon winding up or dissolution of the BBF, any funds and/or assets held by the BBF shall be distributed to one or more recognised sporting or charitable organizations in the UK, or recognised body as designated by the Voting Members in a General Meeting.
- 10.2. Upon winding up or dissolution of the BBF, any liabilities and/or debts held by the BBF shall be allocated on an equitable basis among the then Membership of the BBF.

11. DISCIPLINARY PROCEDURES

- 11.1. The Board shall have power to discipline in such manner as the Board thinks fit a Voting Member or Member which is guilty of conduct considered by the Board to be disgraceful or in breach of the Rules and Regulations made under the Constitution. On receipt of written allegations that a Voting Member or Member may have been guilty of such conduct the Board shall within sixty (60) days:
- 11.1.1. appoint and constitute a Disciplinary Committee drawn from Board Officials; and
- 11.1.2. make such terms of reference and regulations as it considers necessary for the conduct and proceedings of such a Disciplinary Committee.
- 11.2. The Disciplinary Committee shall establish the facts of the matter so far as it is able and determine whether or not guilty conduct has occurred and if so determine the nature of the disciplinary action to be applied to the Voting Member or Member.
- 11.3. A Voting Member or Member who has been the subject of disciplinary action by the Disciplinary Committee has the right to appeal by writing to the Secretary no later than thirty(30) days from the date of the notification of the Disciplinary Committee's determination. Appeals outside this time limit will be invalid unless a unanimous decision by the Board (at the next Board Meeting following the appeal request) chooses to allow the appeal to proceed notwithstanding this time limitation. On receipt of written notification of appeal the Board shall within sixty (60) days:
- 11.3.1. appoint and constitute an Appeal Committee drawn from Board Officials who have not served on the Disciplinary Committee concerned with the subject of the appeal; and



- 11.3.2. make such terms of reference and regulations as it considers necessary for the conduct and proceedings of such an Appeal Committee.
- 11.4. The Appeal Committee shall establish the facts of the matter and may affirm, vary or rescind any action decided by the Disciplinary Committee and substitute therefore any other decision as it, in its absolute discretion, considers appropriate. No further appeals shall be allowed.



ADDENDUM ONE⁹ (as passed at the 2 December 2017 – AGM by majority)

The Board of the British Baseball Federation (BBF) has a broad scope of powers, but they must not delegate the material interests and rights of its members. The BBF is made up of its members, without its members there would be no BBF. Directors of the BBF look after our member's affairs and of the Federation, and they are in a position of trust. The BBF does not receive any public funding. It is made of tangible and non-tangible assets (brand, cash in its bank accounts, assets, equipment, merchandise rights, national teams Programme, etc.). Its value is made up of all of the parts of its assets and not taking on excessive risk or liabilities. The above is fundamental to the sustainability of the BBF. The elected board cannot supersede its authority because it does not have guidelines as to where its authority is limited. The board, understanding its responsibilities and authority are essential elements to the being held accountable for their actions and performance. This resolution set-forth the following authority in a special EGM or AGM (terms as outlined in our BBF constitution) must secure the explicit authorisation of the majority of the vote from the paid members and in good standing. For example, in some circumstances, the board cannot vote or delegate the Federations interests whether financial, commercial, rights, or authority without the express consent of its members vote for the following:

- Merger;
- Assignment of 100% authority (National Governing Body) to another third party;
- Dissolving, or changing the voting rights of any of its members, as they are now (on this date and beyond) for any member.
- The transfer of ownership of the National Team programmes.
- The above resolution provides future boards with the guidelines where it can only act with the express majority consent of its members held in accordance in an EGM or AGM (refer to BBF constitution) and which does not supersede other terms in the BBF constitution.

⁹ Addendum one serves a part of the BBF Constitution as of the 2 December 2018.