

# British Baseball

## Extraordinary General Meeting

Participate. Enjoy. Succeed.



**11 am Saturday, 8 December 2007**

**Birmingham City University, Perry Barr**

### **Voting Members Present**

BaseballMK	Rob Hodgson (RH)
Birmingham ML	Dave Hughes (DH) & Mike Rodger (MR)
Bracknell	Rob Rance (RR)
Brentwood	Tom Keegan (TK) [1pm onwards]
Halton	Ioan Said (IS)
Liverpool	Clive Maude (CM)
London Mets	Neil Warne (NW)
Manchester	Ian Marchment (IM) & Chris Jackson (CJ)
Richmond	Steve Jarnet (SJ) & Bill Varon (BV)
Rudheath	Ioan Said (IS)
Tonbridge	Henry Chmielewski (HC) [1pm onwards]
Windsor	Jeremy Neads (JN)
ABUA-GB	Darrin Muller (DM)
Scorers Assn	Clive Maude (CM)

### **Board Officials Present**

Rob Rance	RR	President
John Walmsley	JW	Secretary
Neil Warne	NW	
Liam Carroll	LC	
Darrin Muller	DM	

### **Apologies for absence**

Bolton	Matthew Norburn
Herts	Aspi Dimitrov
Menwith Hill (Yth)	Jonathan Proctor
Old Timers	Jean Crook & Ray Reynolds
Oxford	Santo Baines
Tonbridge	Margaret Borley
Life Member	Ted Gerard-Thesingh
Board	James Pearce & Keith Sherman



<b>No.</b>	<b>Topic &amp; Decisions</b>
<b>1</b>	<b>Roll Call</b>  JW reported there were 57 Voting Members entitled to attend the EGM and the quorate level was 18. There being 18 Voting Members present the meeting opened.
<b>2</b>	<b>Welcome</b>  RR gave a brief introduction and welcome to the members who had taken the time to attend the EGM.
<b>3</b>	<b>Finance Reform</b>  JW lead a short presentation on the reform of the finances [the presentation will be placed online at <a href="http://www.britishbaseball.org">www.britishbaseball.org</a> ].  JW noted this was not about budget setting for 2008, that would be presented at the Jan-08 AGM. Today was not about how large or small the budget 'pie' should be, but how that 'pie' should be divided up amongst the fee-paying member clubs. There was also little or no scope to consider other revenue sources at this time (e.g. national-level sponsorship, merchandising) that would reduce the need for club fees.  JW noted the BBF needed to move away from treating fees as a tax on clubs and towards a service-led offering where it was clear what value clubs derived from their affiliation.  JW noted the consultation process that had taken place. Four options had been considered (flat fee per club; flat fee per team within club; graduated fees per team within club; flat fee per participant).  The Board recommended a graduated fee per team within a club, payable by the first five adult and first five youth teams, at the following reducing percentages per additional team – 100% (1 <sup>st</sup> team), 80% (2 <sup>nd</sup> ), 60% (3 <sup>rd</sup> ), 40% (4 <sup>th</sup> ), 20% (5 <sup>th</sup> ). Sixth teams and above would incur no additional charge.  JW noted that the board would likely maintain the differential between senior and youth fee levels, to encourage youth clubs and teams. The personal injury insurance would also be split out from the main fees, so it was clearer how much this cost. Some larger clubs would be worse off as a result of the reforms and there may need to cushion the transition. The recommendation was on the basis of a more equitable distribution of fees, rather than at present where clubs with a National League team paid a single flat fee.  The recommendation was approved: <b>14 For, 1 Against, 3 Abstentions</b>



<b>No.</b>	<b>Topic &amp; Decisions</b>
4	<p data-bbox="305 239 646 268"><b>Constitutional Reform</b></p> <p data-bbox="305 306 1386 373">JW lead a presentation on the reform of the constitution [the presentation will be placed online at <a href="http://www.britishbaseball.org">www.britishbaseball.org</a>].</p> <p data-bbox="305 407 1382 604">The process to be followed was a high-level review of the significant changes, followed by a section-by-section walk through the proposed constitution, with voting on those sections that had changed. Finally, assuming the majority of recommendations had been adopted, the entire constitution would be recommended for adopted. It was assumed the members present had read the recommendations.</p> <p data-bbox="305 638 1382 806">JW said that the decisions to be made were to Accept or Reject proposed changes. JW noted that there was not scope for significant changes or editing from the floor, given the time limits on the day. Nor was there scope for new proposals. Any matters unresolved or requiring rework could be left for the AGM (or another EGM) or would be dropped entirely by the board.</p>
4A	<p data-bbox="305 842 610 871"><b>Significant Changes</b></p> <p data-bbox="305 905 797 934"><u>No longer just overseeing the sport</u></p> <ul data-bbox="350 940 1382 1003" style="list-style-type: none"> <li>• Currently the objective was to “oversee” various aspect of the sport. It was unclear who, in this context, the federation was overseeing.</li> </ul> <p data-bbox="305 1037 932 1066"><u>Defining roles &amp; responsibilities for the board</u></p> <ul data-bbox="350 1073 1386 1205" style="list-style-type: none"> <li>• Currently although a board was elected there were few if any responsibilities allocated to it, even though the implication of creating a board (sometimes called ‘executive’ board was to lead and take actions on behalf of the membership.</li> </ul> <p data-bbox="305 1239 792 1268"><u>Allowing board to form committees</u></p> <ul data-bbox="350 1274 1382 1373" style="list-style-type: none"> <li>• Currently one key power of the board, to form committees and appoint people to sit, was missing, even though the board officials would be unlikely to conduct the business of sport unaided.</li> </ul> <p data-bbox="305 1407 873 1436"><u>The board shall make rules &amp; regulations</u></p> <ul data-bbox="350 1442 1382 1505" style="list-style-type: none"> <li>• Currently the board ‘approved’ rules &amp; regulations. It was unclear who, in this context, was actually creating the rules to be approved.</li> </ul> <p data-bbox="305 1539 1008 1568"><u>Changes to board make-up – directly elected roles</u></p> <ul data-bbox="350 1575 1393 1772" style="list-style-type: none"> <li>• Currently the board was a representational one (with a few members at large), with officials elected to represent specific constituencies, but elected by all voting members. There was no direct way for members to elect a President, or other key roles, which were appointed from within the board. Both these served to disenfranchise members from voting for their preferred candidates, or directly electing certain key positions.</li> </ul> <p data-bbox="305 1806 943 1835"><u>Changes to terms board serves (4 or 2 years)</u></p> <ul data-bbox="350 1841 1349 1940" style="list-style-type: none"> <li>• Currently board terms were two years, recently increased from one year. A further increase for some roles to 4 years would aid focus on long-term planning and stability for the federation’s leadership.</li> </ul>



No.	Topic & Decisions
	<p><u>Changes to voting – who can vote for some board roles, and also multiple votes for larger clubs</u></p> <ul style="list-style-type: none"> <li>Currently all voting members vote for all representational/constituency roles. Limiting voting to just those in the constituency would improve accountability and the representation received by members. Currently all clubs receive a single vote for each of either adult or youth teams. Thus a larger club with multiple single age teams would have a single vote compared to a club with one each of an adult and youth team that would receive two votes. In future, clubs would receive one vote for each league team it had. Larger clubs would pay more fees, have more of a stake in the federation and should have a bigger say in its running.</li> </ul> <p><u>Appointing or dismissing an agent needs greater agreement in the board or membership</u></p> <ul style="list-style-type: none"> <li>Currently the board can decide to appoint or dismiss an agent on a simple majority. This was seen as an important decision for the federation to make (e.g. regarding BSUK) and thus a greater standard of agreement/ consensus was needed, at least 75% of the board, or even referred to the entire voting membership if a majority of the board felt it appropriate.</li> </ul> <p><u>Audit requirements over the finances</u></p> <ul style="list-style-type: none"> <li>Currently there were no audit provisions despite the federation (and board) handling members' fees and other revenues, and making expenditure on behalf of the organisation. The addition of audit requirements would provide an added safeguard.</li> </ul> <p><u>Liabilities/debts upon dissolution fall to membership</u></p> <ul style="list-style-type: none"> <li>Currently the dissolution provision only envisaged there being a surplus or assets upon dissolving the federation. There needed to be clarity over where liabilities and debts would fall if that was the case at dissolution. Although presumed to fall on the membership (BBF being unincorporated) this needed clarifying.</li> </ul>
4B	<p><b>Section 2 – Status</b></p> <p>The board recommended making an explicit statement that the BBF is the National Governing Body, something only previously implied.</p> <p>The recommendation was approved: <b>18 For, 0 Against, 0 Abstentions</b></p>
4C	<p><b>Section 3 – Objectives</b></p> <p>The board recommended the noted change removing the word "oversee" from objectives. It also included direct reference to responsibility for the national teams programme.</p> <p>The recommendation was approved: <b>18 For, 0 Against, 0 Abstentions</b></p>



<b>No.</b>	<b>Topic &amp; Decisions</b>
<b>4D</b>	<p data-bbox="305 239 675 268"><b>Section 4 – Membership</b></p> <p data-bbox="305 306 1386 569">The board recommended that there be clarity over the terms 'voting member' and 'member'. That senior and junior clubs be merged to a single voting member class. That there was a description of what an affiliated club was and how it could affiliate to the federation. That participants shall no longer be 'registered' (never clear who registered with), but that they would be part of clubs or associations that now had obligations to maintain participant records. That the federation would recognise each of the three associations (umpires, scorers, and coaches) at General Meetings.</p> <p data-bbox="305 606 1349 768">SJ asked whether the federation had a right to refuse a club's request to affiliate. JW and RR noted that wording at 4.3 was for a 'written request' which implied the request needed a decision to be made. Further, any club once affiliated would be subject to the then-current rules &amp; regulations and could be disciplined if these were broken.</p> <p data-bbox="305 806 808 869">The recommendation was approved: <b>18 For, 0 Against, 0 Abstentions</b></p>
<b>4E</b>	<p data-bbox="305 905 646 934"><b>Section 5 – BBF Board</b></p> <p data-bbox="305 972 1386 1472">The board recommended that roles and responsibilities for the board be created, collectively and individually. That a board of eleven officials be formed, some directly elected from all voting members (e.g. President, Treasurer), some appointed by associations (e.g. Umpires Commissioner) and some voted by constituencies (e.g. regional senior and youth League Commissioners). Any person may run for election but needed nominating and seconding by voting members. That co-option could still occur but only to fill vacancies, not extend the board. That the term for some roles would extend to four years. That the board could appoint committees and delegate authority, but each to be led by a board member. That two standing committees be established – Finance and National Teams. That a decision to appoint or dismiss an agent required at least 75% agreement of the board, or could be referred to the voting members if a majority of the board require. That the board can invite others to attend board meetings. That board meetings can be held electronically or via conference call.</p> <p data-bbox="305 1509 1386 1640">IM asked how quorate level would be determined for League Commissioner elections if only their constituency was voting. RR &amp; DM said the expectation was for League Commissioner nominations to come from the League Meetings preceding an AGM, thus only one candidate would be standing.</p> <p data-bbox="305 1677 1370 1839">RH queried whether four year terms were too long, when recent history showed that perhaps no board member served longer than three years. JW noted that four years tied better to CEB/IBAF international tournaments, and that four years provided sufficient scope for a leadership team to lay out a manifesto and deliver to it.</p> <p data-bbox="305 1877 808 1940">The recommendation was approved: <b>18 For, 1 Against, 2 Abstentions</b></p>



<b>No.</b>	<b>Topic &amp; Decisions</b>
<b>4F</b>	<p data-bbox="305 237 756 268"><b>Section 6 – General Meetings</b></p> <p data-bbox="305 306 1390 968">The board recommended an earlier notification of AGMs (at least 45 days) to call for election nominations, motions, etc. followed by published papers at least 20 days in advance. That EGMs could be called by at least 40% of voting members (previously 30% of all members). That observers were welcome at general meetings. That outgoing presidents would preside at general meetings. That affiliated clubs with multiple league teams would receive one vote per team. That affiliated clubs without a league team would receive one vote only. That clubs with both adult and youth league teams will have their votes split for the election of League Commissioners. That affiliate clubs shall be represented by authorised participants only. That associations be represented by their president (or equivalent). That no proxy or postal voting be allowed (expressly stating the current implied position). That the board officials no longer had voting rights as the board. That board officials should not vote on behalf of their affiliated clubs if it could be avoided (by having another club participant present). That tally keepers shall be appointed for votes. That tied election votes shall have two further rounds for the tied candidates to break the deadlock. That board elections shall be held one role at a time and declared. That a candidate may stand for more than one role, but if elected will be removed from further roles on the ballot yet to be voted upon.</p> <p data-bbox="305 1005 1390 1566">HC questioned why the minimum for calling an EGM was raised from 30% to 40%. JW explained that previously it required 30% of all members, assumed to be c. 2,000 members, thus requiring c. 600 members to request an EGM. The likelihood the general members could ever successfully call for an EGM was remote. 40% of voting members would be c. 18 of the 46 voting members, and provided increased opportunities for the membership to call an EGM. HC queried where the figure of 2,000 came from. JW said there were currently 42 clubs with 81 league teams, plus (say) 19 non-league teams, thus 100 teams, with an assumed 18 participants per team, or 1,800 in total. Thus total membership was likely to be in the region of 1,800 to 2,000 adults and children. In replying, JW also referenced there being 53 voting affiliated clubs under the present system. HC queried how 53 fitted with the 42 clubs mentioned previously. JW said there were 42 individual clubs, however 11 had both senior and youth sections, and thus counted twice in the current definition of voting members. RR and JW noted that these club/team numbers had been discussed earlier in the meeting when finance reform was covered and the meeting did not need to re-cover that information.</p> <p data-bbox="305 1604 808 1667">The recommendation was approved: <b>21 For, 0 Against, 0 Abstentions</b></p>
<b>4G</b>	<p data-bbox="305 1701 797 1732"><b>Section 8 – Rules &amp; Regulations</b></p> <p data-bbox="305 1770 1390 1833">The board recommended that it no longer 'approve' rules and regulations but published them.</p> <p data-bbox="305 1871 808 1934">The recommendation was approved: <b>21 For, 0 Against, 0 Abstentions</b></p>



<b>No.</b>	<b>Topic &amp; Decisions</b>
<b>4H</b>	<p><b>Section 9 – Finance</b></p> <p>The board recommended that raising funds should be limited to meeting the objectives and in keeping with its status as an amateur sporting body. That where banking provisions could not be implemented due to limitations or rules of the bank this should be reported immediately to the membership. That audit provisions be included, but that these could be suspended at an AGM. That annual accounts be prepared within 60 days (previously 45 days) of the end of the financial year.</p> <p>NW queried section 9.2, noting that while some fund raising was legal, it might not be desirable (especially for youth programmes – e.g. tobacco sponsorship) and that the wording “the Rules and Regulations and” be inserted between “with” and “its”.</p> <p>CM noted for audit at section 9.14 that it should be for the AGM to appoint auditors based upon the board’s recommendation and that the word “recommend” shall replace “appoint” and that the words “to the Voting Members at a General Meeting for approval,” shall be inserted between “auditor” and “for”.</p> <p>The recommendation, including amended wording, was approved: <b>21 For, 0 Against, 0 Abstentions</b></p>
<b>4I</b>	<p><b>Section 10 – Dissolution &amp; Section 11 – Disciplinary Procedures</b></p> <p>The board recommended that upon winding up or dissolution, any liabilities or debts of the BBF shall be distributed on an equitable basis among the then membership.</p> <p>The board recommended that convening a disciplinary committee take place within 60 days (previously there was no timescale).</p> <p>RH questioned section 11.3 and that establishing facts was not always possible and that the words “so far as it is able” be inserted between “matter” and “and”.</p> <p>The recommendation, including amended wording, was approved: <b>20 For, 0 Against, 1 Abstention</b></p>
<b>4J</b>	<p><b>Entire Constitution</b></p> <p>The board recommended the entire constitution, as amended at s9.2, s9.14 and s11.3 during the EGM, for adoption.</p> <p>The recommendation was approved: <b>20 For, 0 Against, 1 Abstention</b></p>
<b>Meeting Closed 1.45pm. Duration 2h45m</b>	