

PART 1

1. Adoption of the Constitution.

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. The Name.

The association's name is BaseballMK (and in this document it is called the Club).

3. The Objects.

The Club's objects (the Objects) are:

The promotion of community participation in healthy recreation for the benefit of the inhabitants of Milton Keynes and the surrounding areas by the provision of coaching and facilities for playing the sports of baseball and softball.

4. Application of the Income and Property.

- (1) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (2) A Committee member may pay out of, or be reimbursed from, the property of the Club reasonable expenses properly incurred by them when acting on behalf of the Club.
- (3) None of the income or property of the Club may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Club. This does not prevent:
 - (a) A member who is not also part of the Committee from receiving reasonable and proper remuneration for any goods or services supplied to the Club;
 - (b) A Committee member from:
 - (i) Buying goods or services from the Club upon the same terms as other members of the public;
 - (ii) Receiving a benefit from the club in the capacity of a beneficiary of the Club, provided that the Committee members comply with the provisions of sub clause (6) of this clause, or as a member of the Club and upon the same terms as other members;
 - (c) The purchase of indemnity insurance for the Committee members against any liability that by virtue of any rule of law would otherwise attach to a Committee member or other Officer in respect of any negligence, default breach of duty or breach of trust which they may be guilty in relation to the Club but excluding:
 - (i) Fines;
 - (ii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonest or willful reckless misconduct of the Committee member or other Officer;
 - (iii) Liabilities to the Club that result from conduct that the Committee member or other Officer knew or ought to have known was not in the best interests of the Club or in respect of which the person concerned did not care whether that conduct was in the best interests of the Club or not.
- (4) No Committee member may be paid or receive any other benefit for being part of the Committee.
- (5) A Committee member may;
 - (a) Sell goods, services or any interest in land to the Club;
 - (b) Be employed by or receive any remuneration from the Club;
 - (c) Receive any other financial benefit from the Charity; if
 - (d) He or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (e) The benefit is permitted by sub-clause (3) of this clause; or

- (f) The benefit is authorized by the Committee in accordance with the conditions in sub-clause (6) of this clause.
- (6)
 - (a) If it is proposed that a Committee member should receive a benefit from the Club that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i) Declare their interest in the proposal;
 - (ii) Be absent from the part of the meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) Not be counted in determining whether the meeting is quorate;
 - (iv) Not vote on the proposal.
 - (b) In cases covered by sub-clause (5) of this clause those Committee members who do not stand to receive the proposed benefit must be satisfied that it is the interests of the Club to contract with or employ that Committee member rather than with someone who is not a Committee member and they must record the reason for their decision in the minutes. In reaching that decision the Committee must balance the advantage of contracting with or employing a Committee member against the disadvantage of doing so (especially the loss of the Committee member's services as a result of dealing with their conflict of interest).
 - (c) The Committee may only authorize a transaction falling within paragraphs (5)(a)-(c) of this clause if the Committee comprises a majority of members who have not received any such benefit.
 - (d) If the Committee fails to follow this procedure, the resolution to confer a benefit upon the Committee members will be void and each Committee member must repay to the Club the value of any benefit received by them from the Club.
- (7) A Committee member must absent themselves from any Committee discussion in which it is possible that a conflict will arise between their duty to act solely in the interests of the Club or any personal interest (including but not limited to any personal financial interest) and take no part in voting upon the matter.
- (8) In this Clause 4, "Committee member shall include any person, firm or company connected with the Committee member.

5. *Dissolution.*

- (1) If the members resolve to dissolve the Club, passed by a two thirds majority at a Special General Meeting convened for that purpose, upon the request of twenty five percent of the Club membership, The Committee will remain in office and be responsible for winding up the affairs of the Club in accordance with this clause.
- (2) The Committee members must collect in all the assets of the Club and must pay or make provision for all the liabilities of the Club.
- (3) The Committee must apply any remaining property or money:
 - (a) Directly for the Objects as defined in clause 3;
 - (b) By transfer to any charity or charities for the purposes the same as or similar to the Club;
 - (c) By transfer to a recognized sporting organization as designated by the membership if no registered charity with similar purposes to the Club exists at the time of the dissolution.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the Club specifying the manner in which the Committee are to apply the remaining property assets of the Club, and the Committee must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (3) above.

6. *Amendments.*

- (1) Any provision contained in Part 1 of this constitution may be amended provided that:

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- (a) No amendment may be made that would have the effect of making the Club cease to be a charity at law;
 - (b) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Club;
 - (c) Any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
 - (3) Amendments to the constitution shall only be agreed at the General Meeting of the membership.
 - (4) Additions to, or alterations of the constitution shall be submitted to the Committee not less than ten days before the date of the General Meeting. No resolution involving an amendment to the constitution may be proposed or amended from the floor of a meeting.
 - (5) In the event of a proposal for an amendment to the constitution being received in writing prior to the general meeting, the Committee shall inform the membership of the proposed motion not less than three days before the General Meeting.

PART 2

7. Membership.

- (1) Membership is open to individuals who fill in the required registration form and are approved by the Committee.
- (2) Members under the age of sixteen years shall be considered as junior members.
 - (a) Junior members cannot be appointed to Committee positions.
 - (b) Junior members shall not have the right to vote, but their registered parent or guardian will receive one vote on their behalf.
- (3) The Committee may only refuse an application for membership if,
 - (a) Acting reasonably and properly, they consider it to be in the best interests of the Club to refuse the application.
 - (b) The Committee must consider any written representations the applicant in writing of the reasons for the refusal within twenty one days of the decision.
 - (c) The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing and shall be final.
- (4) In accepting membership, a person agrees to abide by the Club constitution and the rulings of the Committee.
- (5) Membership is not transferable to anyone else.
- (6) The Committee must keep a register of names and addresses of the Club members and a list of full adult members must be made available to any member upon request.

8. Membership Fees.

- (1) Annual membership fees shall be stipulated by the Club Committee distinguishing between each group of members as it deems fit.
- (2) The Committee may decide upon other charges or subscriptions at its discretion providing that are solely for the purpose of the Objects as defined in clause 3.
- (3) If any member has outstanding fees, and they have been notified the fees are outstanding in writing for more than thirty days, shall have the meeting voting rights suspended and then they may be excluded from participating in league games and tournaments at the discretion of the Committee.

9. Termination of Membership.

Membership is terminated if:

- (1) The member dies or, if it is an organization, ceases to exist;
- (2) The member resigns by written notice to the Club unless, after the resignation, there would be less than two members;
- (3) Any sum due from the member to the Club is not paid in full within six months of it falling due;
- (4) The member fails to attend any sanctioned Club activities for a period exceeding ten months.
- (5) The member is removed from the membership by a resolution of the Committee that is in the best interests of the Club that their membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) The member has given at least twenty one days notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it is to be proposed.
 - (b) The member or, at the option of the member, the member's representative (who need not be a member of the Club) has been allowed to make representations to the meeting.

10. Executive Committee Membership.

- (1) The Club and its property shall be managed and administered by a committee comprising Club members elected in accordance with this constitution.
- (2) The Committee shall comprise of the following members:
 - (a) A Club treasurer
 - (b) The head coach from each team participating in an externally administered league
 - (c) The team representative from each team participating in an externally administered league
 - (d) Two representative from any internally Club administered league
- (3) If a vacancy occurs the Committee must note the fact in the minutes of the next meeting.
- (4) A committee member must be either a registered adult member of the Club or the registered parent/guardian of a junior member of the Club.
- (5) No Committee member shall be entitled to more than one Committee vote or hold more than one Committee position at a time.
- (6) A Club member who resides at the same address as an existing Committee member is not allowed to become a member of the Committee.
- (7) No one may be appointed a Committee member if they would be disqualified from acting under provisions of clause 13.
- (8) The number of active Committee Members shall not be less than three (unless otherwise determined by a resolution of the Club during a General Meeting).
- (9) The Committee members may not appoint anyone to act on their behalf at a Committee meeting.

11. Appointment of Committee Members.

- (1) The Club in general meeting shall elect Committee members to fill each of the designated vacancies.
- (2) The Committee members may then co-opt any person who is willing to act as a committee member subject to paragraph (6).
- (3) A Committee member co-opted, as a resolution of the other Committee members, must retire at the next Annual General Meeting.
- (4) Each of the other Committee members shall retire with effect from the conclusion of the Annual General Meeting next after their appointment but shall be eligible for re-election at that Annual General Meeting.
- (5) No member may be elected a Committee member at any Annual General Meeting unless prior to the start of the meeting the Club is given notice that:
 - (a) Is signed by a member entitled to vote at the meeting; that
 - (b) States the member's intention to propose the appointment of a person as a Committee member; and
 - (c) Is signed by the person who is to be proposed to show their willingness to be appointed; or
 - (d) They are currently a committee member and are standing for re-election.
- (6) The Committee may not appoint a person to be an Committee member if a person has already been elected or appointed to that office and has not vacated their office.

12. Powers of the Committee.

- (1) The Committee members must manage the business of the Club and they have the following powers in order to further the Objects as defined in clause 3 (but not for any other purpose):
 - (a) To raise funds. In doing so, the Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Club. In exercising this power the Committee must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the Club as security for repayment of the money borrowed. The Committee must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (f) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (g) To obtain and pay for such goods and services as are necessary for carrying out the work of the Club;
 - (h) To open and operate such bank and other accounts as the Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (i) To do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate the prior act of the Committee.
 - (3) Any Committee meeting at which the quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Committee.

13. Disqualification and Removal of Committee Members.

A Committee member shall cease to hold office if they:

- (1) Are disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) Cease to be a member of the Club;
- (3) Become an active member of another sporting club that could potentially compete against the Club during the current season, as this would be a conflict of interest.
- (4) Become incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) Resigns as a Committee member by notice to the Club (but only if at least three Committee members will remain in office when the notice of resignation is to take effect); or
- (6) Is absent without the permission of the Committee from all their meetings held within a period of three consecutive months and the Committee have resolved that their office has been vacated.

14. Committee Meetings.

- (1) Questions arising at a meeting must be decided by a majority of votes.
- (2) In the case of an equality of votes, the person who chairs the meeting shall have a casting vote.
- (3) A resolution in writing signed by all of the Committee members shall be valid and effectual as if it had been passed at a meeting of the Committee.

15. Committee Meeting Quorum.

- (1) No decision may be made by a Committee meeting unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two thirds of the total number of active Committee members, or three, whichever is the greater.
- (3) A Committee member shall not be counted in the quorum when any decision is made about a matter upon which that member is not entitled to vote.

- (4) If the number of Committee members is less than the number fixed as the quorum, the continuing members may act only for the purpose of filling vacancies or the calling of a general meeting.

16. Committee Delegation.

- (1) The committee may delegate any of their powers or functions to a sub committee of two or more of the Committee members but the terms of any such delegation must be recorded in the minute book.
- (2) The committee may delegate any communication function to a single Club member but the terms of any such delegation must be recorded in the minute book.
- (3) The Committee may impose conditions when delegating, including the conditions that:
 - (a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) No expenditure may be incurred on behalf of the Club except in accordance with a budget previously agreed by the Committee.
- (4) The Committee may revoke or alter a delegation.
- (5) All acts and proceedings of any sub committees must be fully and promptly reported to the Committee.

17. Irregularities in Committee Proceedings.

- (1) Subject to sub-clause (2) of this clause, all acts done at a Committee meeting, shall be valid notwithstanding the participation in any vote of a Committee member:
 - (a) Who was disqualified from holding office
 - (b) Who had previously retired or who had been obliged by the constitution to vacate office
 - (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,If, without:
 - (d) The vote of that Committee member; and
 - (e) That Committee member being counted in the quorum,The decision has been made by a majority of Committee members at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Committee member to keep any benefit that may be conferred upon them by a resolution of the Committee if the resolution would otherwise have been void.
- (3) No resolution or act of:
 - (a) The Committee;
 - (b) Any sub committee
 - (c) The Club in general meetingShall be invalidated by reason of the failure to give notice to any member or by reason of any procedural defect in the meeting unless it is shown that the failure of defect has materially prejudiced a member or the beneficiaries of the Club.

18. General Meetings.

- (1) The Club must hold a general meeting within twelve months of the date of adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than eighteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called Special General Meetings.
- (4) The Committee may call a special general meeting at any time.
- (5) The Committee must call a special general meeting if requested to do so in writing by at least twenty five percent of the registered membership. The request must state the nature of business that is to be discussed. If the Committee fail to hold the meeting within twenty-eight days of the request, the

members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

19. General Meeting Notice Period.

- (1) The minimum period of notice required to hold any general meeting of the Club is twenty clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all Committee members and made publicly available to all the Club members.

20. General Meeting Quorum.

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
 - (a) The current size of the Executive Committee; or
 - (b) One fifth of the total membership at the time,whichever is the greater.
- (3) The authorized representative of a member organization shall be counted in the quorum.
- (4) If:
 - (a) A quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) During a meeting a quorum ceases to be present,the meeting shall be adjourned to such a time and place as the Committee shall determine.
- (5) The Committee must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

21. General Meeting Chair.

- (1) The general meeting chair shall be one of the Executive committee as agreed by the Committee.
- (2) If there is only one Committee member present and willing to act, then they shall chair the meeting.
- (3) If no Committee member is present or willing to chair the meeting within fifteen minutes of the appointed time for the meeting, its members present and entitled to vote must choose one of their number to chair the meeting.

22. General Meeting Adjournments.

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified by the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

23. General Meeting Votes.

- (1) Each full adult member present at the meeting shall have one vote.

- (2) The registered parent or guardian of a junior member present at the meeting shall have one vote. This may result in a single adult having multiple votes.
- (3) Any member who has outstanding fees, and has not agreed a payment plan with the committee shall not be entitled to vote at a general meeting.
- (4) If there is an equality of votes then the person who is chairing the meeting shall have a casting vote in addition to any vote they may already have.
- (5) Contested elections for the position of
 - (a) Chair of the meeting
 - (b) Team Head Coach
 - (c) Committee membermust be conducted by an immediate poll
- (6) All other votes at a meeting shall be decided by a show of polling cards, unless before the show of cards a poll is demanded
 - (a) By the person chairing the meeting; or
 - (b) By at least three members having the right to vote at the meeting
- (7) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (8) A poll must be taken as the person who is chairing the meeting directs.
 - (a) A poll demanded on the adjournment of a meeting must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be concluded within thirty days after it is demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place when the polling will be closed.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

24. Meeting Minutes.

The Committee must keep minutes of all:

- (1) Appointments of Committee member made by Committee members.
- (2) Proceedings at Committee meetings including:
 - (a) The names of the Committee members present at the meeting;
 - (b) Any matters discussed; and
 - (c) The decisions made at the meetings; and
 - (d) The outcome of any disciplinary matters; and
 - (e) Where appropriate the reasons for all of the decisions;
- (3) Proceedings at General Meetings including:
 - (a) The names of the members present at the meeting;
 - (b) The outcome of any resolutions discussed at the meeting
 - (c) Where appropriate the reasons for the decisions
- (4) The Committee must approve the minutes in accordance with the procedures, laid down in the Club byelaws made under clause 28.

25. Annual Report and Return and Accounts.

- (1) The club year shall run from 1st January to 31st December.
- (2) The Committee Treasurer must keep accounting records of the Club.

26. Bank Account

- (1) Any bank or building society account in which any of the funds of the Club are deposited must be operated by the Committee and held in the name of the club.
- (2) All cheques and orders for payment of money from such an account shall be signed by at least two designated Club members.

27. Repair and Insurances.

The committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Club. They must also insure suitably in respect of public liability and employer's liability as necessary.

28. Rules.

- (1) The committee may from time to time make rules or byelaws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
 - (a) The conduct of members of the Club in relation to one another and to the Club's employees and volunteers;
 - (b) The setting aside of the whole or any parts of the Club's premises at any particular time or times or for any particular purpose or purposes;
 - (c) The procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by this constitution;
 - (d) The depositing of money at a bank;
 - (e) The keeping and authenticating of records;
- (3) The Club in general meeting has the power to alter, add to or repeal the rules or byelaws.
- (4) The Committee must adopt such means as they think sufficient to bring the rules and byelaws to the notice of the Club membership.
- (5) The rules or byelaws shall be binding on all Club members. No rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.