

GUERNSEY SOFTBALL ASSOCIATION

CONSTITUTION 2011

ARTICLE I - NAME AND SCOPE

- A. The name of the organisation shall be the Guernsey Softball Association and hereinafter shall be referred to as the "Association" or "GSA".
- B. Unless the context otherwise requires, the terms below have the following meanings:

"Code" includes every Code, Policy or Standing Order now in force or as amended from time to time, and for the avoidance of doubt, this includes the GSA Code of Conduct and the GSA Standing Orders. Every such Code will be adopted with a reference to this defined term.

"Constitution" means this document and includes any Code adopted hereunder, now in force or as amended from time to time.

"Softball" means all forms of Softball, including single sex or co-ed, Fast-pitch or Slow-pitch.

"UK" means the United Kingdom of Great Britain and Northern Ireland and includes the Channel Islands.

"National" means within the Bailiwick of Guernsey and also where there is reference to the Island team(s).

"International" means anywhere outside of the Bailiwick of Guernsey.

"Executive" means the Executive Committee of the GSA and every person who is a member of the Executive shall be known as an "Executive Member".

"Governing Body" has the meaning given to it in Art. III.A.

"Member" has the meaning given to it in Art. IV, and is deemed to be affiliated with the Association through the payment of a Membership Fee.

ARTICLE II - AIMS AND OBJECTIVES

- A. The Aims and Objectives of the GSA are as follows:
1. Foster, develop, promote and regulate the playing of Softball in Guernsey.
 2. Provide the game of Softball with proper safeguards in accordance with the spirit of true sportsmanship.
 3. Encourage all potential members to affiliate to the GSA.
 4. Establish and maintain allied membership with associations devoted to the promotion of Softball and other sports and their duly recognised governing bodies.
 5. Co-operate with international Softball federations that organise, regulate, administer, promote and set standards for Softball.
 6. Establish, administer, enforce, amend and interpret a set of uniform rules for the playing of Softball in Guernsey. Unless otherwise modified by the Executive, the rules of the International Softball Federation ("ISF") shall be the established rules for Softball in Guernsey. All other rules will be established by the Executive.
 7. Represent the Association, the Executive and the Island Softball community nationally and internationally where deemed practical and necessary. The Executive is empowered to nominate or approve an individual, Officer or Associate Member to hold a position or otherwise represent the Executive, the Association or the Island Softball community on, with or before a Recognised Body, and to take steps to ensure that no individual, Officer or Associate Member is nominated to or holds such a position in a manner that is not consistent with this Article.
 8. Do all such things as may be deemed necessary for the proper promotion and jurisdiction of Softball in Guernsey and elsewhere.

ARTICLE III - JURISDICTION AND POWERS

- A. The Association is empowered and duly recognised by the ISF, the European Softball Federation ("ESF") and the States of Guernsey as the sole National Governing Body for Softball in Guernsey. The Executive may interpret and construe this Constitution accordingly.

- B. The Association, duly empowered as the Governing Body for Softball in Guernsey, is empowered to acknowledge all other sports and recognise their Recognised Bodies and claims jurisdiction over and confirms its responsibilities for Softball as played by Members of the Association in Guernsey or in such places as may be designated by the Association.
 - C. The Association seeks and obtains full recognition from all Recognising Bodies and all other organisations and individuals as the Governing Body for Softball in Guernsey.
 - D. The Executive and the Association are duly empowered to exercise the Powers granted to each of them under this Constitution, applicable law and the rules and regulations of the Recognising Bodies.
1. (a) Powers of the Executive may, except where otherwise specified in this Constitution, be delegated to another duly constituted body by it or by the Association if:
- (i) the proposed delegation is discussed at a Meeting of the Executive or a General Meeting, at which time the body proposing to exercise the delegation ("Delegatee") provides the Executive or the General Meeting with a written statement showing how it intends to carry out the delegation and confirms that it is proper for it to exercise the delegation and that the delegation and the proper performance of activities under that delegation is Constitutionally proper and will not involve a conflict of interest, and appropriate notations are made in the minutes of the Meeting of the Executive or General Meeting; and
 - (ii) the proposed delegation is approved by a vote of 51% of the Executive Officers then holding Office or 51% of the eligible votes cast at the General Meeting.
- (b) The Delegatee must provide the Executive with written reports on a regular basis or when requested, that describe in detail the manner in which the defined is being elected.
 - (c) The Executive and the Delegatee shall make a written report of every delegation to the Association at every Annual General Meeting.
 - (d) The Executive or the Association at a General Meeting reserves the right after a review and discussion of written proposals, to amend or modify a delegation granted under Art. III.D. (2) (b), by a vote of 51% of the Executive Officers then holding Office or 51% of the eligible votes cast at the General Meeting.

- (e) The Executive or the Association at a General Meeting reserves the right to terminate a delegation granted under Art. III.D. (2) (b), by a vote of 51% of the Executive Officers then holding Office or 51% of the eligible votes cast at the General Meeting. A delegation shall be terminated and the Power delegated shall revert to the Executive if the Executive and the Delegatee agree at a Meeting of the Executive or the Association at a General Meeting determines, following the presentation of information relevant to the matter and a discussion therewith, or if it is established by the Executive or the Association at a General Meeting, that there is incontrovertible evidence that:
 - (i) there has been a fundamental breach of a delegation that is not capable of being remedied and that, as a result, the Delegatee can no longer perform the delegation of the task involved;
 - (ii) there has been a breach of a delegation that is capable of being remedied but is not so remedied despite the Executive having given reasonable written notice to cure the breach and, in the opinion of the Executive or the Association at a General Meeting, having considered the position of the Delegatee after a full discussion of the matter with it, the breach has not been or cannot be cured;
 - (iii) a bankruptcy, insolvency or other similar proceeding is commenced against the Delegatee.
- (f) In the event of the termination of a delegated Power, the Executive shall re-assume the performance of that Power at the earliest possible convenience.
- (g) A decision or vote taken under Art. III.D.2. (f), may be referred to binding arbitration before a recognised arbitration panel on the grounds that the procedures were not properly followed or if the termination of a delegation would have a material adverse impact on the Delegatee. The costs of such an arbitration shall be shared equally by the parties and pursued in an expedient and timely manner so as to minimise any disruption to the Executive, the Association or the Delegatee. The decision of an arbitrator shall be final, implemented immediately and not capable of being appealed.

ARTICLE IV - ASSOCIATION MEMBERSHIP

- A. Membership of the Association shall be for Individuals and Affiliated Teams.
- B. An individual who affiliates with the Association shall be an "Associate Member". Associate Membership is available to any individual who is or has been connected

with Softball, a coach recognised by the Association, or an umpire recognised by the Association. Associate Members shall pay a fee as set by the Association in an AGM, but shall have no vote in any General Meeting. The Executive may grant Honorary Associate Membership status to an individual who is not otherwise connected with Softball in Guernsey or is connected with Softball in another country who it believes has contributed to Softball in Guernsey or elsewhere.

- C. A team may affiliate to the Association and thereby become a Member by paying a fee and completing and submitting such paperwork by the deadline set by the Annual General Meeting and the Executive.
 - 1. After it pays the fee and completes any paperwork required by the Executive, a team shall be known as a "Member" or an "Affiliated Team". Any Member may withdraw from the Association by filing a written resignation with the General Secretary, which resignation shall take effect on the date determined by the Executive.
 - 2. A Member may be suspended by the Association, and during the term of the suspension has the rights accorded to it under this Constitution, subject to the reasonable terms of the suspension. On the termination of membership, all rights under this Constitution are expired.
 - 3. Termination of membership does not entitle any Member to a refund of any Membership Fee.
 - 4. Membership restrictions:
 - (a) Neither member teams, nor players or officers of member teams, may participate in leagues or other softball organisations within the Bailiwick of Guernsey in which non-member teams participate, without the permission of the Executive. The Executive is empowered to terminate the membership of member teams in contravention of this clause.
 - (b) Events or activities whose organisers are neither members of the Association, nor affiliated to members of the Association, are not considered to take place under the jurisdiction of the Association unless explicitly sanctioned by the Executive. Participation by members in such events or activities shall be considered unsanctioned and membership rights and benefits such as insurance shall not apply to such participation.
- D. The following are allowed one vote each at a General Meeting:
 - 1. every Member (also known as an Affiliated/Registered Team);
 - 2. each Executive Member; and

3. each duly appointed Committee Member if not a Representative of a Member at a General Meeting.

For the avoidance of doubt an Associate Member does not have a vote at a General Meeting.

- E. To be considered a Member for that year and to enable it to be eligible for national and international competition and voting rights at a General Meeting, an Affiliated Team must pay its Membership Fee on or before February 28th of the current calendar year, or such other date as set by the Executive.
- F. Association Membership Fees should be remitted by Members wherever such structures exist.
- G. Subject to applicable law and consistent with the rules and regulations of a Recognising Body, the Executive will adopt, administer, modify and enforce a Code of Conduct and any other Code or Policy that will govern the actions of Members subject to applicable law and the proper exercise of jurisdiction under this Constitution. The Code or Policy will comprise and confer on any person subject to it, all rights of natural justice including the right to receive notice of written charges, the right to an impartial and fair hearing, the right to a defence or support, the right for a person to appear for it, the right to appeal, the right of confidentiality and the absence of any conflict, prejudice, appearance of impropriety or other impartiality that may in any way taint the process.

ARTICLE V -THE EXECUTIVE

- A. The affairs of the Association will be governed by the Executive.
- B. The Executive shall consist of the following Offices:
 - GSA President
 - GSA Secretary
 - GSA Treasurer
 - Six Executive Members(All of the above to be elected by a majority of eligible votes in an AGM)
- C. There must at all times be a President, Secretary and Treasurer.
- D. The Executive shall meet as deemed necessary. The Secretary shall publish a written notice of such meeting together with the date, time, location of the meeting, not less than seven calendar days prior to each meeting. A quorate "Meeting of the Executive" shall consist of a majority of the Executive then holding office and present throughout the meeting. The President shall preside

at every Meeting of the Executive, failing which the Secretary shall preside in his or her place, failing which the Officers in attendance shall elect a chair of the Meeting. The Secretary will take minutes of the Meeting of the Executive and shall publish them promptly after the Meeting. No Executive Officer may attend by or give a proxy, and no vote shall be taken or opinion expressed by proxy. Unless otherwise agreed by the Meeting of the Executive in question, the minutes of that meeting, in whole or in part, will be public.

- E. The Executive may invite individuals to attend and speak at a Meeting of the Executive, but the individuals so present shall not have a vote. If a Power is delegated under Art. III.D.2. (b), the Executive will ensure that the Delegatee, through a representative, attends Meetings of the Executive.
- F. Every Executive Officer may be elected at the AGM for a one-year term and shall hold only one position at a time. If an Office that is occupied becomes vacant or a position is not filled as required under Art. V.C., then and for the remainder of that unexpired term of Office, the Executive may appoint an individual to fulfil that role for the remainder of the unexpired term. A person appointed in accordance with this clause will join the Executive and he or she will be entitled to a vote.
- G. Written nominations, whether by Executive Officers re-standing or by persons who, if elected, would be new Officers, can be made for one Executive Office only.
- H. An Officer who consistently fails to attend Meetings of the Executive or who seriously contravenes the provisions made in the Constitution or who is declared legally bankrupt or unsound of mind will be requested to submit his or her resignation.
- I. An officer, director, paid worker or employee of, or paid consultant to, a Delegatee performing a delegated function under Art. III.D.2. (b) may be a member of the Executive provided that he/she:
 - 1. may not hold the position of either President or Treasurer;
 - 2. obtains the prior written consent of the governing body of the Delegatee;
 - 3. declares any actual or potential conflict of interest prior to his or her election or arising at any time;
 - 4. withdraws from or does not participate in or vote at meetings of the Executive on any discussion involving commercial activities concerning the Delegatee or the delegation;
 - 5. may vote at Meetings of the Executive only if they were elected at an Annual

General Meeting, their status as an officer, director, paid worker, consultant or employee of a Delegatee performing a delegated function under Art. III.D.2. (b) was declared in their election statement and they comply fully with the provisions of this Art. V.H and for the avoidance of doubt, a violation of this Art. V.H. will result in the removal of such person from the Office that he or she held at the time of the violation.

- J. The powers ("Powers") of the Executive shall consist of the following:
1. General Powers:
 - (a) Conduct the business of the Association between the AGMs of the Association, which includes levying, collecting and spending fees.
 - (b) Carry out such duties as are required by the Constitution;
 - (c) Adopt, issue, vary, enforce or rescind a Code or Policy for any matter duly and properly concerning the administration of the Association or the Aims and Objectives as set forth in Art. II. Every Code or Policy shall be operative immediately, provided that it is not inconsistent with any provision of this Constitution. A vote of 51% of the Members in attendance at a General Meeting is required to rescind a Policy or Code, in which case the Code or Policy shall be replaced by the Executive within Thirty (30) calendar days after it is rescinded.
 - (d) Create sub-committees as and when deemed necessary.
 - (e) Oversee all elements relating to Softball.
 2. The power to set the budget for the Association may not be delegated by the Executive.
 3. The Executive will appoint individuals to act as representatives to a Delegatee performing a delegated function under Art. III.D.2. (b), but this power may not be delegated.
 4. The Executive will publish to the Association a copy of the independent audited financial statements for the financial year just completed as soon as the Executive receives it, together with any comment, summary or advice.

ARTICLE VI – GENERAL MEETINGS OF THE ASSOCIATION

- A. Duly called and quorate meetings of the Association shall be General Meetings, which may be Annual (the "AGM") and Extraordinary (the "EGM").

- B. Associate Members and Members may attend a General Meeting by qualification, and others may attend by invitation issued by the Executive. A Delegatee performing a delegated Power under Art. III.D.2 (b) shall be present by a duly authorised representative but shall not have a vote on any matter.
- C. To be eligible to attend and vote at a General Meeting, a Member must be in good standing with the Association and not subject to suspension or otherwise disqualified. Each Member shall nominate one person ("Representative") to represent and vote on behalf of it at a General Meeting. A Representative may only vote on behalf of one Member. A vote by proxy shall not be permitted.
- D. A General Meeting or an Extraordinary General Meeting to be considered quorate must be attended from the time that the Chair of the meeting calls it to order and throughout, including any adjournment, by Representatives of at least Nine (9) Members present in person and entitled to vote. In the case of an adjournment, a Member that was not present at the General Meeting may not then attend and vote at the resumed General Meeting.
- E. An Executive Officer shall have only one vote and may not also represent a Member at a General Meeting.
- F. The President of the Executive shall chair the meeting, failing which the Secretary shall chair the meeting, failing which the duly quorate General Meeting shall appoint a Chair from one of the Executive Officers present. The Chair of a General Meeting may vote only to break a tie vote.
- G. At the beginning of every General Meeting, the Secretary will certify and publish (1) a list of every Representative, Officer, Associate Member or individual attending for a Delegatee that is present and the basis for the attendance, and is thereby entitled to address the General Meeting, and (2) a list of every Representative or a Member, Officer or other person entitled to vote pursuant to Art. IV.D. Only an individual whose name appears on this list shall have the right to vote. A person wishing to speak shall first state his or her name and the basis of his or her being present. All those wishing to speak shall do so through the Chair. No one shall interrupt another person while he or she is speaking, except on a point of order recognised by the Chair. Points of information or explanation concerning a speech may be accepted by the Chair at his or her discretion as soon as the speech is finished.
- H. The following shall govern an AGM:
 - 1. The AGM shall be held not later than December 31st after the close of the season at a place determined by the Executive
 - 2. At each AGM, the following business shall be considered:

- (a) Apologies for Absence and publication of the attendees list under Art.VI.G.
 - (b) Approval of the Minutes of the previous AGM and any matters arising.
 - (c) Presentation of most recent independently audited accounts of the Federation, and draft financial accounts for the financial year just concluded, which shall have been reviewed and approved by the Executive.
 - (d) The Association budget for the following year may be presented, which shall include Membership Fees set at a level that will permit the Association to conduct its programmes and achieve its Aims and Objectives for the year in question.
 - (e) Presentation of the Association's reports of the current year, reports on delegations under Art. III.D. and proposals submitted by the Executive.
 - (f) Election of Executive Officers in accordance with Art. V.
 - (g) Revisions to the Constitution and Codes.
 - (i) Any other business brought before the meeting in accordance with proper procedures as set forth in this Art. VI.
3. Save as otherwise provided for in this Constitution, a majority of the votes eligible to be cast from the list of votes published under Art. VI.G. shall be required for a Motion or Resolution to be adopted.
- I. A Notice of Motion for an AGM may be put forward only by a Member or the Executive. A written Notice of Motion must be received by the Secretary not later than Thirty (30) calendar days before the date of the AGM. Copies of all Notices of Motion shall be forwarded to the membership at least Twenty Eight (28) calendar days prior to the date of the AGM. A Motion will only be discussed at the AGM if seconded. After discussion and before a vote is taken the proposer of the Motion has the right of reply. A Motion must not deal with more than one subject.
- Notwithstanding the provisions of this clause, a General Meeting may consider a Motion from the floor at the General Meeting if the Motion is (a) proposed by a Representative, the Executive or an Officer, (b) seconded by a Representative or Officer other than the proposer, (c) discussed but only as regards whether the Motion may be heard and (d) approved for a vote by 51% of the eligible votes cast.
- J. The following shall govern the election of Executive Officers.

1. The Secretary shall receive written nominations for Executive Officer positions. Where it reasonably appears to the Executive that such a written nominee would not under this Constitution be eligible to hold Office, the nomination may not be accepted. In the case of an Executive Officer re-standing for Office, a verbal offer or letter of intent is required. Every verbal, written nomination and letter of intent must be received by the Secretary or Administrative Officer no later than Fourteen (14) calendar days prior to the AGM and must be circulated to the membership Seven (7) calendar days prior to the AGM.
2. Notwithstanding that the candidate has consented verbally or in writing to stand for Office, a candidate may remove his/her name from the nomination list prior to the commencement of any voting for Office.
3. If no written or verbal nomination or letter of intent is received for an Office pursuant to Art. VI.J.1, only then may a nomination be made during the AGM. Self-nominations are permitted. Every such nomination must be duly seconded by a person other than the nominee or proposer and such a person must be elected by a majority of eligible votes cast.
4. Nominations for the position of President must be made Fourteen (14) calendar days in advance of the Annual General Meeting and circulated with the agenda no less than Seven (7) calendar days prior to the AGM. Nominations must be for a person who can demonstrate significant relevant experience in softball.
5. The election of Executive Officers shall be conducted by secret ballot in accordance with the Standing Orders. In the event that "No-one" is successful, the position affected shall remain unfilled until the next election for the post, unless filled by co-option by the Executive Committee.
- K. An EGM may be called at any time by a vote of 51% of the Officers in attendance and entitled to vote at a meeting of the Executive Committee, or when the Executive receives a request in writing signed by Three (3) Members. Seven (7) calendar days prior written notice shall be given for every EGM and such notice shall set forth the time, date and location of the EGM and the only and entire business to be conducted at the EGM. Thirty (30) calendar days written notice will be given in the case of a motion to dissolve the Association. The procedural requirements that apply to an AGM shall apply to an EGM.

ARTICLE VII - AMENDMENT OF THE CONSTITUTION

- A. Amendments to the Constitution may be proposed only by a Member, Executive Officer or duly appointed Committee of the Executive.
- B. A Notice of Motion to amend the Constitution must be received in writing by the Secretary no later than Fourteen (14) calendar days before the General Meeting

and copies of all Notices of Motion shall be forwarded to the membership at least Seven (7) calendar days prior to the General Meeting.

- C. A majority of 75% of the votes present and eligible to be cast at a duly quorate General Meeting is required to vote on a motion to enact, repeal or amend the Constitution.
- D. Amendments to the Constitution, if carried, shall take effect immediately after the close of business of the AGM to which they were put, unless the motion proposing any such amendment instructs that they should take effect either (a) immediately, or (b) at a later specified date.

ARTICLE VIII - FINANCE

- A. The Executive shall agree the Association budget, which may be presented to the AGM. Where the management of the Association's budget and accounts has been delegated under Art III.D.2. (b), the full operating budget of the delegate shall be presented in place of the Association budget and shall detail separately those income and expense items directly related to Association activities, including membership fees, income and expenses related to National teams, Association grants and Association Officers' expenses.
- B. The income and property of the Association whensoever derived shall be applied solely towards the Association and no portion thereof shall be paid or transferred directly by way of dividend, gift, bonus or otherwise howsoever by way of profit to any member of the Association: provided, that nothing herein shall prevent:
 - 1. the payment in good faith of reasonable out of pocket expenses to any Executive Officer in accordance with the criteria laid down in the Standing Orders; or
 - 2. the distribution of funds or property made for the sole purpose of the promotion of the Aims and Objectives of the Association, in accordance with Art. II, to any Member or Associate Member.
- C. The Association shall have the power to raise money by means of affiliation fees, subscriptions from individuals, gifts, donations or legacies, the sale of donated goods, grants, sponsorship, loans and any other legal sources.
- D. The Association shall have the power to sell, acquire, lease and maintain any real, intellectual or personal property for use of the Association and its members as recommended by the Executive by ordinary resolution.
- E. The Association may raise and secure finance for the Aims and Objectives set forth in Art. II, in such a manner as the Executive requires.

- F. A bank account shall be opened in the name of the Association with such authorised credit institution as the Executive shall from time to time require. The Executive shall authorise in writing certain Officers or individuals to sign cheques on behalf of the Association provided that all cheques shall be signed by at least two Executive Officers or individuals so authorised to do so by the Executive Committee.
- G. The books and records of the Association shall be kept by the Treasurer and shall be audited each year by an independent auditor prior to presentation to the AGM.
- H. All books and records of the Association may be inspected by Members of the Association by appointment made through the Treasurer.
- I. Approval for payment of any individual expenses incurred by any Executive Officer shall be in accordance with the criteria set out in the Standing Orders for the Executive.
- J. In the event of dissolution or winding up of the Association, its remaining assets, if any after payment of liabilities, shall be distributed to one or more recognised sporting or charitable organisations in the Island, or a Recognised Body, as designated by the Members in General Meeting.