



NORWICH ICENI BASEBALL CLUB

CLUB CONSTITUTION

The Norwich Baseball Club is organised as an unincorporated association and is governed by this agreement (constitution). The Norwich Baseball Club is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal in such manner as, in the judgment of the directors, will best promote the purposes of the Club, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, constitution, the By-Laws of the club, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

1 Norwich Baseball Club

1.1 The club will be called Norwich Icení Baseball Club (hereinafter will be referred to as The Club), and may also be known as Norwich Icení.

2 Status

2.1 Norwich Icení Baseball Club is an unincorporated organisation.

3 Aims and Objectives

- 3.1 The principle aims, and objectives of the club will be:
- 3.1.1 To promote the club within the local community and baseball.
 - 3.1.2 To secure and manage the home field(s) of the club.
 - 3.1.3 To ensure a duty of care to all members of the club.
 - 3.1.4 To provide all its services in a way that is fair to everyone.

4 Membership

- 4.1 The following shall comprise the Members:
- 4.1.1 Members of the Norwich Icení
 - 4.1.2 Life Members
 - 4.1.3 Members of the Norwich Baseball League
- 4.2 In accordance with the Club's status as a private members' organisation, the Board retains the authority to decline membership to any individual, provided that such refusal is not based on reasons of discrimination falling within the scope of the protected characteristics as delineated in the 2010 Equalities Act.
- 4.3 Membership of the club is open to anyone interested in promoting, coaching, volunteering or participating in baseball, regardless of sex, age, disability, ethnicity, nationality, sexual orientation, religion or other beliefs.
- 4.4 All members will be subject to the regulations of the constitution and by joining the club will be deemed to accept these regulations and codes of practice that the club has adopted.



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- 4.5 Individuals shall be eligible to take part in the business of the Club, vote at general meetings or be eligible for selection to the applicable Club team unless the applicable subscription has not been paid by the due date and/or membership has been agreed by the Club Board.
- 4.6 Members currently on probation or currently sanctioned by the club 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.
- 4.7 Life Members shall be Members of the Norwich Icení Baseball Club.
- 4.8 Life Membership may be awarded by a majority vote of Members at an Annual General Meeting.

5 Norwich Icení Baseball Club Board

- 5.1 The Board shall be responsible for fulfilling the Objectives on behalf of the Norwich Icení Baseball Club and its Membership in whatever way it sees fit.
- 5.2 The Board shall be presided over by the Chairman and in his/her absence or the post being vacant the Vice Chairman shall fulfil the duties of the Chairman.
- 5.3 In the absence of both a Chairman and Vice Chairman, the Board shall nominate one of its number to serve as an Interim Presiding Officer.
- 5.4 The roles and responsibilities of the Board shall be defined by the Board from time to time.
- 5.5 The affairs of the Club shall be conducted by a Board, who shall consist of the:
 - 5.5.1 Chairman,
 - 5.5.2 Vice-Chairman,
 - 5.5.3 Secretary,
 - 5.5.4 Treasurer,
 - 5.5.5 Social Secretary
 - 5.5.6 Marketing & Communications Officer
 - 5.5.7 Norfolk Baseball League Commissioner
 - 5.5.8 Grounds Officer
 - 5.5.9 Icení Team Manager,
 - 5.5.10 Warriors Team Manager and,
 - 5.5.11 Icení Queens Manager
- 5.5 The Board, as defined in 5.5.1, 5.5.2, 5.5.3, 5.5.4, 5.5.5, 5.5.6, 5.5.7 and 5.5.8 shall be termed "Officers". The Board as defined in 5.5.9, 5.5.10 & 5.5.11 shall be termed the Managers.
- 5.6 All Officers shall be directly elected by all Members at the Annual General Meeting.
- 5.7 All Managers shall be directly elected by the Members as defined in 4.1.1.
- 5.8 A person may run for election for more than one Board role at the Annual General Meeting.
- 5.9 Should there be Board Vacancies, the Board may co-opt from the Membership as it deems necessary.
- 5.10 The Board will have powers to appoint advisers to the Board as necessary to fulfil its business.
- 5.11 A Safeguarding role shall be appointed by the Board to lead on all safeguarding related issues, including (but not limited to) the maintenance and upholding of the Sports Equity, Safeguarding and Health and Safety policies respectively.

6 Board Meetings

- 6.1 Board meetings will be convened by the Secretary of the Club.
- 6.2 The Board shall hold a Board Meeting at least four (4) times a year.



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- 6.3 The Board shall ensure that accurate minutes are kept and are published in a timely manner once approved by the Board.
- 6.4 Only the Officers and Managers listed under 5.5 will have the right to vote at Board meetings.
- 6.5 Officers and Managers listed under 5.5 can only hold one (1) vote.
- 6.6 In the event of a tie vote on any matter at a Board Meeting, the Chairman (or in his or her absence the Board Meeting chair) will have the casting vote.
- 6.7 The quorum required for business at Board meetings will be 50%.
- 6.8 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 Chairman (or in his/her absence the Board Meeting Chair) not to be unreasonably withheld.
- 6.9 A Board Meeting may be conducted face-to-face or via any other means not limited to telephone conference calls and other electronic media to the extent the Chairman (or in his/her absence the Board Meeting chair) is satisfied that all Officers and Managers are able to fully participate in the Board Meeting.

7 Ad-Hoc Committees

- 7.1 The Board shall have the right to appoint and dismiss Ad-Hoc Committees from time to time, providing each such Ad-Hoc Committees with its terms of reference. The Board shall delegate such of its powers and authority to an Ad-Hoc Committee as the Board thinks fit.
- 7.2 All Ad-Hoc Committees must be chaired by a Board Member.
- 7.3 The Ad-Hoc Committee chair shall invite other people to serve on the Committee that may or may not have a direct connection to baseball and are not at risk of bringing the club into disrepute.
- 7.4 Each Committee must have a minimum three (3) people serve on them, including the chair.
- 7.5 Committee members may be removed from their respective committees at the sole discretion of the Board.

8 Terms

- 8.1 Each Officer shall serve a term of one year.
- 8.2 Each Manager shall server a term of one year.
- 8.3 All members of the Board shall be eligible for re-election.

9 Finances

- 9.1 The Club Treasurer will be responsible for the finances of the club.
- 9.2 The financial year of the club will run from 1st November and end on 31st October.
- 9.3 All club monies (inclusive of crowd funding) will be banked in an account held in the name of the club.
- 9.4 An audited statement of annual accounts will be presented by the Treasurer at the Annual General Meeting.
- 9.5 Any cheques drawn against club funds should require the signature of the Treasurer only.
- 9.6 Any payment or transaction over the amount of £500 that is not specifically outlined in the year's budget must be pre-approved by the Board.
- 9.7 All members of the Club shall be jointly and severally responsible for the financial liabilities of the Club.
- 9.8 The Treasurer shall ensure that proper and appropriate accounts of the Club are kept.
- 9.9 All funds raised by, or on behalf of, the Club shall be applied to further the objectives of the Club. All surplus income or profits shall be retained by the club for use to further the objects of the Club. No surpluses or assets shall be distributed to members of the Club.



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10 Membership Fees and Club Annual Budget

- 10.1 Membership fees and the Club's Annual Budget shall be proposed by the Treasurer and ratified by the Board before being voted on by members at an Annual General Meeting or an Extraordinary General Meeting.
- 10.2 The Club may have different classes of membership and subscription on a non-discriminatory and fair basis, as determined by the Board, provided, however, that such fees and other costs shall be kept at a level to encourage participation.
- 10.3 The Board may decide upon other changes or subscriptions at its own discretion.
- 10.4 The Board may waive fees or provide for reduced or concessionary fees at its discretion.
- 10.5 The Board shall set the date by which all annual membership fees and any other charges due to the Club shall be paid by each member.
- 10.6 Members who have amounts outstanding to the Club may not participate in Club activities unless otherwise determined by the Board.

11 Annual General Meetings

- 11.1 General Meetings are the means whereby the members of the Club exercise their democratic rights in conducting the Club's affairs.
- 11.2 The Club shall hold the Annual General Meeting (AGM) between 1 October and 31 March of the following year, but there shall be only one AGM held during this six-month period (but subject to change with 45 days advance explicit notice to its members) to:
 - 11.2.1 Approve the minutes of the previous year's AGM.
 - 11.2.2 Receive a report from the Chairman.
 - 11.2.3 Receive a report from the Treasurer and approve the Annual Accounts.
 - 11.2.4 Elect the Officers and Managers for the following year's Board.
 - 11.2.5 Agree the membership fees and budget for the following year.
 - 11.2.6 Consider any proposed changes to the Constitution.
 - 11.2.7 Deal with other relevant business.
- 11.3 Notice of the AGM will be given by the club secretary with at least 21 days' notice to be given to all members.
- 11.4 Nominations for Officers and Managers of the Board will be sent to the secretary with at least 14 days' notice prior to the AGM.
- 11.5 Elections for Board Positions may occur online in advance of the AGM. This may only be enacted at the sole discretion of the Board and members must be notified appropriately.
- 11.6 Proposed changes to the constitution shall be sent to the secretary prior to the AGM, who shall circulate at least 14 days before an AGM.
- 11.7 All members (that have no debts to the club and do not hold the club in disrepute) have the right to one (1) vote at an AGM.
- 11.8 The quorum for AGMs will be 25% of the membership.
- 11.9 The Chairman of the Club shall hold a deliberative as well as a casting vote at General and Board meetings.

12 Extraordinary General Meeting

- 12.1 Any other meeting of the Membership shall be called an Extraordinary General Meeting (EGM).
- 12.2 An Extraordinary General Meeting (EGM) shall be called by an application in writing to the Secretary supported by at least 10% of the members of the Club.
- 12.3 The Board shall also have the power to call an EGM by decision of a simple majority of the Board members.



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13 Entitlement to Vote at General Meetings

- 13.1 Each member shall have one (1) vote.
- 13.2 All members (that have no debts to the club and do not hold the club in disrepute) have the right to vote at the AGM or an EGM.
- 13.3 Members who are Life Members shall represent themselves at General Meetings.

14 Removal of Board Members

- 14.1 A Board member can be removed on grounds of:
 - 14.1.1 Absence from more than three (3) consecutive Board Meetings without the permission of the Board.
 - 14.1.2 Conduct to be judged by the Board to bring the Norwich Icení Baseball Club into disrepute.
 - 14.1.3 Sanction under any Norwich Icení Rule or Regulation.
- 14.2 Managers may be removed at the sole discretion of the Officers of the Board.
- 14.3 Board Members may resign from the Board only by writing to both the Chairman and the Secretary.
- 14.4 In the case of either the Chairman or the Secretary resigning such written notice shall be sent to all the remaining Board Members.
- 14.5 Resignation will be deemed effective immediately unless a period of notice is provided, such notice can be no longer than thirty (days) days from the date notice is given.

15 Rules and Regulations

- 15.1 The Board shall publish from time-to-time rules and regulations relating to the governance, operations and playing of baseball, including not limited to:
 - 15.1.1 A Code of Conduct
 - 15.1.2 A Complaints Procedure
 - 15.1.3 A Discipline Procedure
 - 15.1.4 A Sports Equity Policy
 - 15.1.5 A Privacy Policy
 - 15.1.6 A Safeguarding Policy

16 Disciplinary Procedures

- 16.1 The Board shall have the power to take actions to safeguard its members in whichever way it sees fit.
- 16.2 The Board shall have the power to discipline in such a manner as the Board thinks fit a member which is guilty of conduct considered by the Board to be:
 - 16.2.1 Disgraceful.
 - 16.2.2 Prejudicial to the interests of the Club or the game of baseball.
 - 16.2.3 In breach of the Rules and Regulations made under this constitution.
- 16.3 The power to discipline shall include power to suspend or remove (permanently or for a fixed duration) a Member from membership of the Norwich Icení Baseball Club .
- 16.4 On receipt of written allegations that a member may have been guilty of such conduct the Board shall within sixty (60) days), should it deem necessary, appoint a Disciplinary Committee.
- 16.5 A Member that 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.
- 16.6 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.



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17 Amendments to the Constitution

17.1 The constitution will only be changed through agreement by majority vote at an Annual General Meeting or an Extraordinary General Meeting.

18 Interpretation of the Constitution

18.1 The interpretation of the constitution of the Club shall be vested in the Board, which shall decide all questions relating to the Club, in accordance with this Constitution.

18.2 In the event of any question or matter arising, which is not provided for in the Constitution, the Board, whose decision shall be final, shall deal with such question or matter.

19 Dissolution

19.1 A resolution to dissolve the club can only be passed at an AGM or EGM through a majority vote of the membership.

19.2 In the event of dissolution, all debts should be cleared with any club funds. Any assets of the club that remain following this shall be evenly distributed between club members.

20 Declaration

20.1 The Norwich Icení Baseball Club Board, hereby adopts and accepts this constitution as a current operating guide regulating the actions of members.