



To: **Players, Teams, Clubs and Regional Associations in Membership of Softball Ireland**

From: **Colum Lavery
President Softball Ireland**

Date: **May 9, 2014**

Re: **Softball Ireland Extraordinary General Meeting**

Further to the Notice circulated on April 17, 2014, please find attached the Agenda and proposed Softball Ireland Constitution.

Teams are asked to review the proposed amendments to the Constitution as set out in **APPENDIX ONE** in advance of the EGM. Please note that there has been some amendments following member feedback to that circulated on April 17, 2014.

The Extraordinary General Meeting will commence at **1030 in the Dubliner Bar, Ballsbridge Hotel, Ballsbridge Dublin 4.**

If you are unable to attend, I would encourage you to complete the attached proxy form and send to president@softball.ie by 1700 on May 16, 2014. The proxy form may be type signed.

Following the EGM there will be a question and answer session with the Softball Ireland Council

Kind regards,

**Colum Lavery
Softball Ireland President**

EXTRAORDINARY GENERAL MEETING

OF

SOFTBALL IRELAND

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Softball Ireland will be held at The Dubliner Bar, Ballsbridge Hotel, Dublin 4 on Saturday May 17, 2014 at 10.30am (1030) for the purposes of transacting the following business in accordance with the Softball Ireland Constitution:-

1. Consider Proposed Amendments to Softball Ireland Constitution

Dated this May 9, 2014

By order of Softball Ireland

Note:

- (a) A representative of each club who were fully paid up members of the Softball Ireland at least three (3) weeks prior to the end of the scheduled Regional league season are entitled to attend and vote at the General Meeting.
- (b) Numerous members from one team or Club may attend the General Meeting but only one vote may be cast per team.
- (c) Clubs are entitled to vote by Proxy.

DRAFT CONSTITUTION OF SOFTBALL IRELAND

Presented to SI EGM – May 17, 2014

Version 3 – 9/4/14

Constitution of Softball Ireland

ARTICLE 1 NAME

1.1 The Name of the Federation shall be Softball Ireland.

ARTICLE 2 Definitions

2.1 For the purposes of these Articles the following terms have the meanings below assigned to them:

SI means Softball Ireland recognised by the National Olympic Committee, Regional Confederation and the International Softball Federation as the exclusive authority of the game of Softball in all Forms in the Island of Ireland.

Articles means these Articles of SI.

Board means the Board appointed by the General Meeting in accordance with Article 7 with responsibility for framing and overseeing implementation of SI's strategic plan and application of policy decisions. The roles, powers and responsibilities of the Board are set out in Article 10.

Executive means the individual(s) appointed to the Board by the General Meeting in accordance with the Article 7

General Secretary means the General Secretary of SI from time to time

Officers mean the president (the "President"), the General Secretary General and the Treasurer ("Office(s)" shall mean the office held by an Officer.) The Officers shall be automatically Board Members and have the right to attend General Meetings and all other meetings of SI.

Game means Softball played in accordance with the ASA Rules.

General Meeting means a meeting of all of the Members of SI in accordance with Article 7 (in the case of Annual General Meetings) or Article 8 (in the case of Extraordinary General Meetings).

International Softball Federation means the association of Federations or Regional Confederations in membership of the International Softball Federation (ISF) in accordance with its Constitution.

ISF Articles means the Articles for the time being adopted by the ISF and in force.

National Olympic Committee means the National Olympic Committee (NOC) of the Country recognised by the International Olympic Committee.

Jurisdiction means the territory of SI in which SI is the national governing body for the Game, namely the Island of Ireland

Quorum means the minimum number of entitled Teams who must be present for a General Meeting to transact business or take a vote. The Quorum for a General Meeting shall be 50% of the fully paid up Teams in accordance with Article 7 entitled to attend and vote at a General Meeting.

International Tournament means any tournament played between National Representative Teams or Player, Club Teams nominated by SI.

Member means the Player, Team, Club or Regional Association referred to in Article 6 and Article 17

Club means a body, collection of Teams or organisation affiliated directly or indirectly with SI which meet the membership criteria of SI in accordance with Article 6 and are approved by the Board to be part of SI.

National Representative Team means a team selected by SI to represent SI

Player means an individual who has completed the registration process with SI. For the purpose of these Articles Player will include Umpires, Coaches and non-playing individuals.

Regulations mean the SI Regulations relating to the Game and General Regulations binding on all Players, Clubs and Regional Associations and which have already been passed by the Board or which may hereafter be passed by the Board.

Regional Association means a group of Players, Clubs or similar organisation (including schools) which have been delegated the authority by SI and meet the membership requirements as set out in the Regulations. All Regional Associations must comply with the Constitution and Regulations of Softball Ireland.

Regional Confederation means the Association of National Softball Federations recognised by the International Softball Federation.

Europeans Softball Federation (ESF) means the Regional Confederation

Representative means an individual designated by and representing a Team at the General Meeting

Rules of the Game means the Rules of the Game of Softball as set out in the Regulations.

Schools means any School affiliated directly or indirectly with SI. For the purposes of General Meetings Schools do not have a vote at an Annual General Meeting

Suspension means the Suspension of a Regional Association should the Regional Association no longer meet the Membership Criteria as set out in Schedule 1 of this Constitution or if the Regional Association does not comply with this Constitution or the Softball Ireland Regulations. A suspended Regional Association is not eligible to receive funding or have representation on the Softball Ireland Board

Treasurer means the treasurer of SI from time to time

Team means a body, or organisation affiliated directly or indirectly with SI which meet the membership criteria of SI in accordance with Article 6 and are approved by the Board to be part of SI.

2.2 Unless the context otherwise requires in these Articles the masculine gender shall include the feminine gender and Singular shall include the plural and vice versa.

ARTICLE 3 SOFTBALL IRELAND

3.1 SI is a member of the International Softball Federation and is bound by the ISF Articles, Rules and Regulations of the Game and the General Regulations of the ISF, included but not limited to all directions, directives and decisions made by relevant entities of the ISF including without limitation ISF standing committees and independent judicial, disciplinary and/or disputes committees or similar and shall comply with, uphold and enforce same within its jurisdiction.

3.2 SI is a member of the ESF and is bound by the Constitution of the ESF.

3.3 SI is the governing body for the sport of softball (in all variations) in the Island of Ireland.

3.4 SI is a not for profit Federation.

ARTICLE 4 OBJECTIVES

4.1 To administer the Game as its governing body within the Jurisdiction of SI.

4.2 To promote, foster, develop, protect and extend the Game within the Jurisdiction of SI.

4.3 Framing and interpreting the Constitution, Regulations and Rules of the Game.

4.4 Monitoring and assisting with the implementation and compliance with the ISF/ESF Articles, the Regulations and the Rules of the Game and notifying the ISF/ESF of any breach of same.

4.5 To assist Players, Clubs and Regional Associations of SI in the promotion and development of the Game where practical.

4.6 Deciding and/or settling all matters or disputes relating to or arising out of the Playing of the Game or any dispute between two or more Player, Clubs/Regional Association.

4.7 To manage an effective High Performance Programme to include but not limited to the organisation, training and management the national representative teams of SI.

4.8 Liaise with relevant Irish and Government Sporting Bodies

4.9 Development of appropriate commercial, sponsorship and other revenue streams to support the objectives of SI

- 4.10 Not to do anything which is likely to bully, intimidate, offend, insult or humiliate any person on the grounds or their religion race, gender, colour, sexual orientation or ethnic origin.

ARTICLE 5 POWERS OF SOFTBALL IRELAND

- 5.1 The General Meeting has the ultimate and supreme legislative authority in respect of the affairs of SI which it shall exercise in accordance with these Articles. The Board is responsible for formulating and overseeing implementation of SI's strategic plan and application of policy decisions in accordance with the provisions of these Articles. In the event of any inconsistency these Articles shall prevail.
- 5.2 Funds, securities and other property belonging to or at the disposal of the Board may be invested in any property or class of security or securities without any restrictions whatsoever and shall be made in the names of any nominee company as may be from time to time be decided by the Board. The nominees or nominee company (as the case may be) shall have the custody of all securities and documents of title relating to the investment but such investments nevertheless remain at the disposal of SI acting by the Board.
- 5.3 Without limiting the generality of the foregoing SI acting by the Board shall have the Power to purchase or take a lease or license any real or personal property and shall have the power to authorize the sale, exchange, lease, mortgage, charge or other disposition of or dealing with any such property.
- 5.4 The Board may appoint one or more of its Executives or any nominee company (which may be the Company) to act in legal proceedings in the name of and on behalf of SI on such terms (whether as to costs or otherwise) as the Board may determine.
- 5.5 SI acting by the Board may enter into whatever business or contractual arrangements it deems necessary, proper and prudent within its resources to carry out its duties.
- 5.6 And Contract as set out in Article 5.5 extending more than three months beyond the date of an Annual General Meeting must be noted by the Annual General Meeting.

ARTICLE 6 MEMBERSHIP

- 6.1 Membership of SI shall consist of the Players who are members of SI within the agreed Jurisdiction of SI pursuant to these Articles.
- 6.2 Any Player, Club or Regional Association conforming to these Articles and the SI Regulations may apply to become a Member of SI.
- 6.3 The Board shall consider applications for Membership of SI and has the authority to admit a Player, Club or Regional Association to Membership of SI. It shall be a condition of obtaining membership of SI that the Player, Club or Regional Association meet the applicable membership criteria set out in the SI Regulations approved by the Board from time to time.
- 6.5 Membership fees for SI are set by the Board and are payable annually to the Treasurer in accordance with the Schedule set out in the SI Regulations

- 6.6 A Player, Club or Regional Association whose subscription to SI is unpaid within 30 Days of the Schedule date as set out in the Regulations in any year shall receive notice from the Treasurer that in event of its subscriptions remaining unpaid thirty (30) calendar days after the date of such notice the name of the Player, Club or Regional Association will be struck off the list of Player, Clubs, Regional Association; and a Player, Club or Regional Association whose name has been struck off shall not be eligible for membership of SI until all moneys due by it to SI shall have been paid.

ARTICLE 7 REGIONAL ASSOCIATIONS

- 7.1 A Regional Association may be formed by a Group of teams, subject to meeting the Development and/or Full Membership criteria set from time to time by Softball Ireland which is set out Schedule 1 of the Constitution.
- 7.2 A Regional Association may be suspended (but not expelled) from Softball Ireland Membership or reverted to Development Membership status by the Softball Ireland Board as an interim measure pending the formation of an independent review committee should the Board form the opinion that the Region no longer complies with the Softball Ireland Constitution, Softball Regulations or the Softball Ireland criteria as set out Schedule 1.

7.3 Objectives and functions of a Regional Association

- a. Regions objectives is to provide opportunities for teams and leagues of any age to experience the best in softball.
- b. The Association will be the standard of excellence in softball and will provide players, leagues, and umpires with the best training and services as provided by the parent organisation Softball Ireland who is proclaimed as the National Governing Body of softball in the Island of Ireland.
- b. Promoting, fostering, developing and extending the Game within the jurisdiction of the Association
- c. Monitoring and assisting with the implementation and compliance with the Softball Ireland Constitution, Softball Ireland Regulations and notifying Softball Ireland of any breach of same.
- d. Ensuring application of disputes with regard to deciding and/or settling in the first instance matters or disputes between Teams relating to the playing of matches under the jurisdiction of the Regional Association. All decisions should be reported to Softball Ireland where they can then be implemented on an All Ireland basis or appealed there to.
- e. To co-ordinate arrangements subject to Softball Ireland Regulations to ensure that there is a programme of league matches and tournaments for Teams within the Region.
- f. Not to do anything which is likely to intimidate, offend, insult or humiliate any person on the grounds or their religion, race, colour or ethnic origin

17.4 Responsibilities Of Regional Associations

- a. Each Association shall elect a Chairman who may serve for a term of two years.
- b. Each Association shall elect a Secretary who may serve for a term of two years.
- c. Each Association shall elect a Treasurer who may serve for a term of two years.

- d. Each Association shall nominate a Softball Ireland Board Member who may serve for a term of one years in accordance with these Articles.
- e. No person may hold more than one office mentioned in 7.4 (a) to 7.4 (c)
- f. The Officers shall sign and act in compliance with the Softball Ireland Code of Conduct.
- g. The Chairman, the Secretary and the Treasurer may have the right to sign for the Association.
- h. Decisions shall be signed by the Chairman jointly with either the Secretary or the Treasurer.
- i. Orders of payment, cheques must be signed by any two (2) of the above persons.
- j. If any of the elected Officers shall cease in office then the Regional Association Council shall fill the position pro-tem pending the next General Meeting. Each Officer position must be placed before a General Meeting for re-election every two years.
- k. Each Association shall hold a General Meeting each year unless a different time rota is agreed by the General Meeting for exceptional or operational reasons.
- l. The Association accepts and agrees to organise meetings, as follows:
 - (I) meetings shall be held in appropriate meeting rooms which should include adequate seating for delegates
 - (II) meetings shall be held in appropriate facilities
 - (III) appropriate administrative support shall be available to delegates
 - (IV) full papers containing the official programme and any relevant information for the attending participants shall be prepared. These shall ordinarily be circulated to members and Softball Ireland prior to the meeting.
- o. Each Association shall elect an Executive Committee of at least five (5) members consisting of the Officers mentioned above and Ordinary Members.
- p. Each Regional Association shall ensure that all of its Officers, Executive Committee Members and Teams fully comply with the Softball Ireland Constitution and Regulations.
- q. Each Regional Association shall ensure that all requirements as set out by Softball Ireland from time to time are met.
- r. According to a Strategic Development Plan to be agreed with and in consultation with Softball Ireland, each Association shall be responsible for promoting and developing Softball in the jurisdiction of the Regional Association and particularly:
 - (I) To effectively represent the Regional Association to Softball Ireland
 - (II) To provide beneficial and effective administration and leadership within the Regional Association
 - (III) To endeavour to implement and promote competitions appropriate to the circumstances of the Association and its membership
 - (IV) To ensure that there are training workshops for coaches and referees
 - (V) To ensure that there is Training and competitions for young players in accordance with Softball Ireland Training policy
 - (VI) To ensure that there is Technical and administrative assistance to Clubs for Game development
 - (VII) To ensure that there are other activities agreed by Softball Ireland

7.5 Support

- a. Softball Ireland may employ in consultation with the Regional Association an appropriate number of personnel to work with the Regional Association. The functions of Softball Ireland personnel shall include but not be limited to:
 - (I) Development
 - (II) Coaching
 - (III) Educations
- b. The employee(s) will report to Softball Ireland and will work with the Association so as to deliver the objectives of the Strategic Development Plan.
- c. The Association may apply to the Softball Ireland for funding to enable it to discharge its functions efficiently. Softball Ireland reserves the right to review and amend its obligations in this regard without notice.
- d. Any Financial Support may be provided in the form of:
 - (I) An administration grant
 - (II) Funding towards competitions
 - (III) Funding, as appropriate, for specific development projects and events.
- e. The amount of apportionment of financial support will be confirmed annually by Softball Ireland following full consultation with the Association and having regard to the Strategic Development Plan and general intention to support programmes and competitions on a regular basis where resources permit.

7.6 Representation

- a. The Regional Association shall be represented on the Softball Ireland Board by one Representative nominated by the Regional Association in accordance with the Softball Ireland and Regional Association Constitution and Regulations. The Regional Association representative will have the responsibility to report on Regional activities to SI and SI decisions/activities to the regional Association.
- b. Softball Ireland shall be entitled to be represented and participate at meetings of the Regional Association.

7.7 INTERPRETATION

- a. In the event of a doubt arising at any time on a matter not provided for in, or as to the meaning or construction of the Regional Association Constitution, the Softball Ireland President shall be requested to determine same in accordance with this constitution.

ARTICLE 8 THE ANNUAL GENERAL MEETING

- 8.1 SI shall hold an Annual General Meeting no later than the 30th day of November each calendar year at a place and time determined by the Board.
- 8.2 Notice of the General Meeting date shall be published on the SI Website to the entitled attendees plus the Board in writing no less than three (3) months prior to the meeting.
- 8.3 The General Meeting shall be held in accordance with the following provisions:
 - 8.3.1 Notice of Meetings

At least three (3) months' notice of the date of the General Meeting shall be given to the entitled attendees. Supporting papers for any decision to be made, as well as at least the following papers (either electronically or in hard copy) shall also be published on the SI Webpage to Players, Clubs and Regional Bodies in advance of the General Meeting as far as practically possible but not later than ten (10) calendar days in advance:

- a. The updated list of the fully paid-up Teams
- b. The list of the Board Members appointed and the list of the members of SI's Commissions
- c. The President's report for the past year
- d. The SI competition results
- e. The financial report
- f. The auditor's report
- g. Note the SI budget for the following financial year
- h. The list of candidates nominated for election to be held at the General Meeting (notwithstanding the foregoing, in order for the election to take place this list shall be circulated no later than ten (10) calendar days in advance of the General Meeting and shall include:
 - Details of who has proposed and seconded the nominee's nomination for a position, which shall be provided to the Association at least fourteen (14) calendar days in advance of the General Meeting
- i. The Commission's reports
- j. And in general any relevant papers for decisions during the General Meetings

8.3.2 General Meeting Agenda

The Agenda of the General Meeting shall consist of the following:

- a. The General Secretary shall count the Representatives and the number of vote(s) for each Team. The list shall mention the attending Team and confirm the Quorum. No business shall be transacted at any General Meeting unless a Quorum of Teams is present.
- b. Welcome by the Chairman
- c. Adoption of standing orders
- d. Consider and approve, with or without amendment, the minutes of the previous General Meeting
- e. Receive the President's Report
- f. Receive the Commissions Reports
- g. Receive the accounts and balance sheet of SI for the preceding financial period and the auditor's report thereon
- h. Elections of the:
 - i. Officers of SI
 - ii. The Board
 - iii. Auditors of SI, who shall be independent of SI
- i. Motions or amendments of which notice has been received
- j. Other Business

8.3.3 No business other than that stated in the notice shall be transacted unless notice thereof shall have been given in writing to the General Secretary of SI at least fourteen (14) days prior to the meeting.

8.3.4 Voting Process

- a. At any General Meeting any voting shall be decided by show of hands (save where a secret ballot is requested pursuant to (b) below) by a simple majority of the Members present and entitled to vote. The quorum required in order to proceed with a vote is 50% of fully paid up Teams present and entitled to vote at the General Meeting
- b. The Chairman shall arrange a vote by secret ballot, under the scrutiner's supervision, for Election of Officers, Election of Board Executives and any case he may deem necessary, or where requested by the majority of the Representatives present and entitled to vote at the General Meeting
- c. There shall be no voting by proxy at or in connection to any meetings convened by SI or otherwise under these Articles
- d. At any General Meeting any vote will be decided by a simple majority of votes cast and in the case of an equality of votes the Chairman of the Meeting shall have a casting vote

8.3.5 Right To Vote at the General Meeting

- a. Each fully paid up Team in accordance with Article 6 shall have one vote
- b. Each Team shall designate a Representative to attend the General Meeting. The Team shall advise the General Secretary in writing in advance of the General Meeting or otherwise promptly upon request of the identity of the Representative(s) who shall be entitled to vote on behalf of the team. A Representative shall only be entitled to attend and vote on behalf of One (1) Team at any General Meeting.
- c. Unless designated as Representative(s) of a Team at a meeting, the Officers of SI shall not have a vote. The President shall have a casting vote only.
- d. The Board Executives may only vote if they are the designated Representative(s) of a Team as set out in Article 8.3.5(b)

8.3.6 Right to Attend the General Meeting

- a. Each fully paid up Player in Good Standing of SI may attend and speak, subject to the standing orders, at the General Meeting
- b. Unless designated as Representative of a Team at a meeting, the Player shall not have a vote.

8.3.7 Quorum at a General Meeting

The Quorum for a General Meeting shall be 50% of the fully paid up Teams in accordance with Article 7 entitled to attend and vote at a General Meeting.

8.3.8 Decisions of the General Meeting

The decisions determined during any General Meeting shall ordinarily come into force with immediate effect and no later than three months of the completion of the General Meeting. The General Meeting may determine the date a decision shall come into effect case by case.

8.3.9 Minutes of the General Meeting

A record of the meeting shall be kept by the General Secretary who shall make available a copy of the minutes within six weeks of the completion of the General Meeting to all Players, Clubs and Regional Association in Membership of SI.

The minutes of the General Meeting shall be signed by the President and General Secretary at the next meeting.

ARTICLE 9 EXTRAORDINARY GENERAL MEETING

- 9.1 An Extraordinary General Meeting of SI may be called for any purpose, when
- a. so directed by 75% of all fully paid up Team entitled to attend and vote at a General Meeting or
 - b. by the written request of 75% all fully paid up Team entitled to attend and vote at a General Meeting
 - c. If so directed by the Board
- 9.2 No proxy votes shall be permitted.
- 9.3 Notice of the purpose for which the Extraordinary General Meeting is being convened shall be notified to all Player, Clubs and Regional Association at least six (6) weeks prior to the date fixed for the Extraordinary General Meeting unless 75% of the Representatives present and entitled to vote at a General Meeting, in the case of extreme emergency, agree that a shorter period of notice may be given.
- 9.4 The short notice provisions relating to the calling of an Extraordinary General Meeting may not be used in the case of an Extraordinary General Meeting being called for the purpose of considering amendment to these Articles. In such case six (6) weeks' notice must be provided.
- 9.5 Supporting papers for any decision to be made shall be published on the SI Webpage to Players, Clubs and Regional Associations in advance of the Extraordinary General Meeting as far as practically possible but not later than ten (10) calendar days in advance

ARTICLE 10 THE OFFICERS

- 10.1 The Officers of SI shall comprise of an independent President together with a General Secretary and Treasurer.
- 10.2 SI shall elect Officers pursuant to Article 11.6(a) who may serve for a term of two (2) years. The Officers shall then be eligible for re-election at the end of his term pursuant to Article 11.6(a). The Office of President shall be elected on

years finishing in odd numbers. The Offices of General Secretary and Treasurer shall be elected on years finishing in even numbers.

- 10.3 The President may be initially a Committee/Council member of a Team, Club or Regional Association, however, upon election the President shall relinquish any office or post held in a Player, Club or Regional Association within three (3) months.
- 10.4 The remaining Officers are not required to be independent so the elected General Secretary and Treasurer may also represent a Player or Club but not be an agent of SI.
- 10.5 The voting procedure for the Officers shall be as follows
- a. All candidates for Officer positions will be nominated pursuant to Article 11.3(a)
 - b. In the event of there being that more than one candidate is proposed for an available position, the General Meeting shall vote by secret ballot
 - c. To be elected a candidate must receive 50% plus one of the votes of the Representatives in attendance and entitled to vote at the General Meeting
 - d. If following a secret ballot none of the candidates have achieved 50% plus one, the candidate with the lowest number of votes will be eliminated and a new ballot will be taken. If two candidates with the lowest number of votes have an equal number of votes, the General Meeting will hold a secret ballot to determine which candidate will proceed to the next round of voting
 - e. The voting shall continue until a candidate receives 50% plus one or in the event of a tie the President is called to use his casting vote
 - f. In the event of a repeated tied vote, the President shall have the casting vote providing he is not a candidate for the position. If the President is a candidate and thus unable to use the casting vote in the event of a tied vote the General Meeting must continue voting until a new President is elected
- 10.6 The Officers shall be members of all Commissions and Advisory Commissions (including any associated working parties/sub-groups) of SI.
- 10.7 The President shall only have a casting vote at any General Meeting.
- 10.8 If the President shall cease in Office then the General Secretary elected pursuant to Article 10.2, shall assume the position of President for the time being and the Members shall elect a new President at its next General Meeting.
- 10.9 If the Secretary General shall cease in Office then the President shall appoint another member of the Board to become Secretary General until the next General Meeting.

ARTICLE 11 THE BOARD

11.1 Board Composition

SI shall elect a Board comprising of up to Nine (9) Board Executives consisting of

- a. The Officers referred to in Article 9
- b. One Board Member from each Regional Association elected in accordance with Article 6 and the SI Regulations.
- c. Not more than three (3) other Members of the Board elected from the Players and Clubs in full membership of SI pursuant to Article 6. No Regional Association shall have more than one Board Executive.

For the purpose of these Articles the Regional Association must be in membership of SI at the time of the General Meeting. The Board members set out in (b) above shall be nominated at the Regional Association AGM as laid out in the SI Regulations.

11.2 Quorum

The quorum for any meeting of the Board shall be four (4) including one officer,

11.3 Powers of the Board

The Board will meet a minimum of six (6) times per calendar year

- a. The approval of the vision, mission, goals and role of SI;
- b. The monitoring of the implementation of the strategic plan and annual business plan, operational plan and budgets of SI and assessment of performance against key performance indicators;
- c. The co-ordination of the work of Standing Commissions, advisory groups, working parties and trading companies and its associated entities;
- d. The formulation and implementation of good corporate governance principles and practices;
- e. To ensure that the SI operates as an effective business and member services organisation;
- f. The consideration and approval of the minutes of previous Board Meetings;
- g. The approval of the annual business plan and budgets;
- h. To receive and approve the financial statements of SI for the preceding financial year and proposed the financial statements to the General Meeting;
- i. As and when appropriate at Board Meetings, to elect Officers and members of the Board to fill a casual vacancy until the next General Meeting;
- j. If deemed appropriate and, if so required to recommend to the General Meeting a firm of Chartered Accountants to conduct the audit for the ensuing year;
- k. To consider and approve, as appropriate, any amendment or alteration to the Regulations;

- l. To receive reports from and to appoint representatives to its Commissions established pursuant to Article 11.7;
- m. To consider any proposals or business of which due notice shall have been given by SI Members and any recommendations emanating from a General Meeting;
- n. To determine the date, venue and agenda for the General Meeting pursuant to Article 8;
- o. To determine the organiser and location for all Softball Ireland Tournaments
- p. To approve Team, Club, Regional Association Tournaments played in accordance with the Regulations of Softball Ireland;
- q. To appoint disciplinary and appeal personnel in accordance with Softball Ireland Regulations;
- r. To ensure that appropriate codes and policy frameworks exist to promote effective governance of SI through clear written and regular review and updating of:
 - (I) The policies of SI;
 - (II) Strategic, business and annual operational plans;
 - (III) Standing orders and terms of reference for commissions and advisory groups;
 - (IV) Clearly defined and delegated powers/limits of authority for decision making for the Standing Commissions and Regional Associations:
- s. At any meeting of the Board it shall have power to appoint to membership of SI any Player, Club or Regional Association who have met the membership Criteria as set out in Schedule 1 and the Softball Ireland Regulations;
- t. To take such other decisions and/or steps necessary and/or incidental to the exercise of the above powers;

11.5 Election of Officers

The Officers shall be elected in accordance with Article 10. The other Members of the Board shall be elected from the Player, Clubs membership pursuant to these Articles subject to nomination as set out in Article 11.3.

11.6 Elections and Terms of Office of the Board

- a. The General Secretary shall contact SIs in Membership of SI pursuant to these Articles for election nominations of Board Executives prior to any General Meeting and Player, Clubs may submit in writing their nomination, which must be seconded, no later than fourteen (14) calendar days in advance of the General Meeting. The nomination shall include at least the following information:

- (I) Nominee
 - (II) Position applied for
 - (III) Details of who proposed and seconded the nominee's nomination
- b. The voting procedure for the Members of the Board other than the Officers shall be as follows:
- (I) In the event of there being that more than one candidate is proposed for an available position on the Board, the General Meeting shall vote by a secret ballot
 - (II) The candidate(s) with the lowest number of votes shall drop out. The candidates with the highest number of votes shall be appointed
 - (III) In the event of the candidates with the lowest number of votes being tied, this procedure will be repeated by the General Meeting, again by a secret ballot until all positions in the Board have been filled
 - (IV) In the event of a repeated tied vote, the Chairman shall have the casting vote
- c. In accordance with Article 9, the Officers shall serve on the Board for a period of two (2) years. The other Executives of the Board shall be eligible to serve as an Executive of the Board for a period of One (1) year. The Executives of the Board other than the Officers shall be elected usually but not necessarily at the General Meeting and for a period of one (1) year commencing at the completion of the General Meeting at which they were elected.
- d. Subject to the foregoing the other Board Executives may be re-elected by the General Meeting for a further period of one (1) year.
- e. In accordance with Article 6, a Regional Association in Membership of SI may elect a SI Board Executive at the Regional General Meeting. The Regional Association may be a Committee/Council member of a Regional Associations, however, upon election the Regional Association Board Executive shall relinquish any Regional Association Officer post held within two (2) months
- f. The Board shall have power at any time and from time to time to appoint any person to be a Board Executive pursuant to Article 10.5(d) to fill a casual vacancy. Any Board Member so appointed shall hold office until the following General Meeting. The person elected to fill the vacancy at the following General Meetings shall be a Board Executive until the term of the Board ceases pursuant to Article 11.6(c).
- g. The office of Board Member shall be vacated if a Member of the Board is for more than six (6) months absent without permission of the Board from meetings of the Board held during that period.
- h. The Officers and Members of the Board shall execute and act in compliance with the SI Code of Conduct as set out in the SI

Regulations from time to time, any code of conduct, conflict of interest policy or similar document(s) of SI and all applicable Rules in accordance with corporate best practice.

- i. No Member of the Board shall be removed or suspended from office except by a 75% majority of votes by Representatives entitled to attend and vote at a General Meeting. The General Secretary must give not less than three (3) weeks' notice to the Board Executive concerned of the General Meeting at which a motion for removal is to be considered.
- j. SI shall ensure that all of its Officers, Board Executives, Players, Clubs and Regional Association fully comply with SI, ESF and ISF Articles and Regulations.
- k. SI shall ensure that no Officer, Board Executives, Players, Club or Regional Association instigates any action (legal or otherwise) on behalf of SI that has not been recorded and approved by a meeting of the Board.

11.7 Commissions

- a. The Board will establish six Standing Commissions namely:
 - (I) Competitions Commission
 - (II) Development
 - (III) High Performance Commission
 - (IV) Legal Commission
 - (V) Regional Association Chairman's Commission
 - (VI) Umpires Commission
- b. The Commissions will consist of a minimum of three persons, one of which is a member of the Board, appointed by the Board.
- c. The Board shall establish from time to time Advisory Commissions / Working Groups. Members and Terms of Reference of Advisory Commissions / Working Groups will be made by the Board.

ARTICLE 12 REPRESENTATION

- 11.1 SI shall be represented at the Regional Association General Meeting by the President or his nominated representative from the Board.

ARTICLE 13 INTERPRETATION

- 13.1 In the event of doubt arising at any time on any matter not provided for herein, or as to the meaning or construction of these Articles, the Board shall determine same
- 13.2 These Articles shall in all respects be governed by and construed in accordance with the Law of the Republic of Ireland and any dispute arising thereunder shall be subject to the exclusive jurisdiction of the courts of the Republic of Ireland. The official text of these Articles is in English. If these Articles are translated into or made available in another language(s) the English Language version

shall prevail to the extent of any conflict between the English Language version and any version in another language.

ARTICLE 14 DISCIPLINARY MATTERS

- 14.1 Any disciplinary Commissions or other Commissions set up by the Board in accordance with the SI Regulations, shall have power to hear any matters that may be referred to, or reported to, the Board, and to make such decision or decisions as it thinks fit. The Board, Player, Club or Regional Association and any member thereof, including without limitation any player or person affected by any such decision, shall be automatically bound thereby as a condition of membership.
- 14.2 Any player or other person affected by a decision of the Board or its disciplinary or other committees may appeal that decision to the committee of appeal appointed independently of the Board, within seven days of the date of the decision of the said Board or its disciplinary or other committee. The decision of the committee of appeal thereon shall be final.
- 14.3 The background, decision and explanation of the rationale used in reaching that decision, of the Disciplinary Commission appointed in accordance with Article 14.1, to be published within 14 days of the final decision being reached and provided to all involved parties.

ARTICLE 15 AMENDMENTS TO THE CONSTITUTION

- 15.1 Amendments to this Constitution may be considered at an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) specifically called for the purpose of amending the Constitution.
- 15.2 Proposed amendments to the Constitution must be published in writing (either electronically or in hard copy) to all Members of SI at least six (6) weeks in advance of the date of the AGM or EGM.
- 15.3 No amendment to the Constitution shall be made unless agreed by a 75% majority of the Representatives present and entitled to vote at the AGM or EGM.
- 15.4 For the purposes of Article 15.3, the 75% majority shall equate to 75% of total votes cast inclusive of any abstentions. If a Representative fails to cast a vote this will be considered as an abstention.
- 15.5 The short notice provisions relating to the calling of an Extraordinary General Meeting may not be used in the case of an Extraordinary General Meeting being called for the purpose of considering amendment to these Articles. In such case six (6) weeks' notice must be provided.

ARTICLE 16 AMENDMENTS TO THE REGULATIONS OF THE GAME

- 16.1 No alterations to the Regulations Relating to the Game shall be made unless agreed by a 75% majority of the Board

- 16.2 For the purposes of Article 16.1, the 75% majority shall equate to 75% of the total votes cast inclusive of any abstentions. If a Board Member in attendance fails to cast a vote this will be considered as an abstention.
- 16.3 Voting in relation to individual changes to proposed alterations to the Regulations shall be as follows:
- (I) a simple majority of the Representatives present and entitled to vote shall be required for individual alterations to be made to the proposed alterations;
 - (II) a final vote on the proposed alteration to the Regulations (following consideration of any individual alterations) shall require 75% majority of Board members present and entitled to vote

ARTICLE 17 PROPOSED AMENDMENTS TO THE REGULATIONS OF THE GAME

- 17.1 SI will publish Regulations of the Game
- 17.2 Regulations of the Game may be changed at the February and June meetings of the Board Annually.
- 17.3 **Board Meetings**
- (I) Proposed amendments to the Regulations to be considered at the February Board Meeting shall be sent by a Player or Regional Association to the General Secretary by January 20 in any year and shall be forwarded by the General Secretary by January 30 in that year
 - (II) Proposed amendments to the Regulations to be considered at the June Board Meeting shall be sent by a Player or Regional Association to the General Secretary by May 20 in any year and shall be forwarded by the General Secretary by May 30 in that year
- 17.4 Generally any amendments proposed in accordance with Article 17.3 (I) and Article 17.3 (II) above shall state in respect of each separate proposal:
- (I) the precise wording of the proposed alteration
 - (II) the reason for the proposed alteration and;
 - (III) any consequential amendments
- 17.5 Any proposed amendments to such proposals must reach the General Secretary no later than February 14 in respect of the February Board Meeting and June 14 in respect of the June Board Meeting in the relevant year and these will then be forwarded to each Player, Club and Regional Association.
- 17.6 No amendments to the Regulations will be made without due notice as provided for in these Articles, unless it is an amendment consequential on arising from some other proposed amendment which due notice has been given, and unless 75% of the Board members present consent to the matter being considered without due notice.
- 17.7 The Board, in considering any duly submitted proposal to alter the Regulations and proposed amendments thereto may modify, alter and amend such proposal provided there is 75% majority of the Board Members present at the February or June Board Meeting has been obtained, and such modified, altered or amended proposals shall thereafter be incorporated as part of the Regulations.

ARTICLE 18 IRISH BASEBALL AND SOFTBALL FEDERATION

- 18.1 The Association is a member organisation of the Irish Baseball and Softball Federation, and will be represented on the Council of that body by the SI President, Secretary and Treasurer.

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Schedule One CRITERIA FOR SOFTBALL IRELAND MEMBERSHIP**Development Membership**

A Region may apply to Softball Ireland for the non-funded Development Membership should they fulfil the Criteria as set out below. A successful Development Region will be entitled to the following:

- Authority to run the Regional League
- Access to the Softball Ireland Coaching and Development programme
- Access to borrow Softball Ireland equipment for developing teams

	Criteria
1	Be from a geographical region of Ireland which is recognised by Softball Ireland. This region may be a County, Group of Counties or Province of Ireland.
2	Be the controlling body with its own constitution that has authority to exercise control of the game within its Region in accordance with the Softball Ireland Constitution and Regulations. Provide details of Union Officers and control of all associated entities.
3	Conform in all regards to Softball Ireland Constitution and Regulations relating to the game.
4	Provide details of the number of players (various age group categories) clubs etc.
5	Provide a declaration of opposition to any discrimination on the grounds of race, nation or social origin, sex, politics, religion or creed.
6	Provide minutes of Formation General Meetings including the election of no less than five members to the Regional Association Committee.
7	Provide an Annual Budget.
8	Provide a copy of the Regional Constitution
9	Have an annual Regional League with a minimum of four teams participating. The league shall consist of eight weeks of games or three mini tournaments in which all teams play

FULL MEMBERSHIP

A Region may apply to Softball Ireland for the Full Membership should they fulfil the Criteria as set out below. A successful Full Member Region will be entitled to the following:

- Authority to run the Regional League
- Access to the Softball Ireland Coaching and Development programme
- Access to borrow Softball Ireland equipment for developing teams
- Access to development funding subject to application
- Access to capital funding subject to application
- Automatic qualification of one team to the SINCC*

	Criteria
1	Comply with all conditions of Development Membership.
2	Be a Softball Ireland Development Member for one year.
3	Provide annual financial statements.
4	Have an annual Regional League competition with a minimum of six teams participating**. The League shall consist of twelve weeks of games or four mini-tournaments in which all teams play.
6	Have a detailed participation and performance level development programme (male & female) agreed with Softball Ireland relevant copy (copy to be provided)

* The Regulations governing the qualification criteria of teams to the SINCC will be issued to the membership in April of the year of the competition.

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