

Cape Town Baseball Federation

Administering and Promoting Baseball in the Cape Town Metropole
(a District under the auspices of the Western Cape Baseball
Federation)

ARTICLES OF CONSTITUTION

20 June 2020

Table of contents

<u>No.</u>	<u>Contents</u>	<u>Page No.</u>
1.	Preamble	3
2.	Interpretation	3
3.	Definitions	4
4.	Name	5
5.	Colours and Emblem	5
6.	Legal Persona	6
7.	Signatories	7
8.	Vision	7
9.	Objectives	7
10.	Jurisdiction and Authority	8
11.	Asset Management	9
12.	Financial Management and Administration	9
13.	Membership	10
14.	Life Membership	11
15.	Governance and Leadership	11
16.	Elections	13
17.	Meetings	14
18.	Code of Ethics	18
19.	By-Laws	19
20.	Wind-up or Dissolution of the Federations	19
21.	Amendments to the Articles of Constitution	20
22.	Approval of Articles of Constitution	20
23.	Certification of Articles of Constitution by the President of the Federation	20
	Ratification	21

1. PREAMBLE

- 1.1. The members of the former **Baseball Association of the Western Province**, in compliance with the requirements of a code of sport in the Western Cape administered by a Non-Profit Organisation as well as the requirements of its controlling bodies, the South African Baseball Union and the Western Cape Baseball Federation, has unequivocally pledged to reconstitute itself. All records of the Baseball Association of the Western Province shall remain intact as that of the **Cape Town Baseball Federation (CTBF)**.
- 1.2. The **Cape Town Baseball Federation (CTBF)** hereby commits to an improved system based upon the principles of equal opportunity, non-racism and non-sexism for all persons under its sphere of influence; dedicating themselves to ensuring equitable development at district and representative level, which ensures the implementation of co-ordinated sport procedures and policies, which would ensure high performance levels of athleticism, thus allowing delivery to Cape Town clubs by the pooling of activities, resources, experience and expertise, as well as co-ordinating the preparation and delivery of Cape Town teams to any high performance event on district and national level.
- 1.3. The Federation exists to advance the interests of the sport of baseball and the interests of its membership and therefore, although the highest decision-making authority of the Federation is vested in its membership, the Executive Committee is empowered by these Articles of Constitution to make certain decision on behalf of the Federation.
- 1.4. The Federation, being affiliated also to Cape Town Sports Council (CTSC), undertakes to respect and adhere to the provisions of the CTSC Constitution and abide by decisions of its General Council.
- 1.5. The Federation undertakes, in accordance with our mission and role at district level, to participate in actions to promote peace and to promote women in sport. The CTSC also undertakes to support and encourage the promotion of sport ethics, to fight against doping and to demonstrate a responsible concern for environmental issues.

2. INTERPRETATION

In these Articles of Constitution, in the absence of an expressed provision or statement to the contrary:

- 2.1. words importing any one gender shall include the other, words importing the singular shall include the plural and *vice versa* and words importing natural person shall include created entities (whether corporate or not) and *vice versa*.
- 2.2. where figures are referred to in numerals and in words, if there is any conflict between the two, the words shall prevail;

2.3. when any number of days is prescribed in these Articles of Constitution, same shall be reckoned exclusively of the first and inclusively of the last day unless the last day falls on a Saturday, Sunday or officially recognised South African public holiday, in which case the last day shall be the next succeeding day which is not a Saturday, Sunday or officially recognised South African public holiday, and "business day" is any day which is not a Saturday, Sunday or officially recognised South African public holiday.

3. DEFINITIONS

- 3.1. "The NPO Act" refers the Non-Profit Organisation Act, no 71 of 1997(as amended)
- 3.2. "The National Sports Act" refers to the National Sport and Recreation Act, no 18 of 2007 as amended or any other Act which replaces it
- 3.3. "LTPDP" refers Long-Term Participation Development Plan adopted by SABU
- 3.4. "WADA" refers to the World Anti-doping Agency established in 1999 to deal with the increasing problem of the use of performance-enhancing drugs in sport
- 3.5. "SAIDS" refers to the South African Institute of Drug-free Sport
- 3.6. "Principles of Non-Racism and Non-Sexism" means that the consideration of ethnicity, religion and gender in all their diversity is not to be a basis for discriminating against, or of affording privileges to, any one person or group of persons
- 3.7. "Member" means a baseball club affiliated to the Federation in terms of these Articles of Constitution
- 3.8. "Delegates" means the duly accredited representatives of the Members
- 3.9. "General Council of Members" means the collective of Members in meetings of the Federation, excluding Executive Committee meetings
- 3.10. "Ordinary General Meeting" means the meeting of the General Council of Members
- 3.11. "Annual General Meeting" means the meeting of the General Council of Members held once a year
- 3.12. "Special General Meeting" means the meeting of the General Council of Members convened for specific and specified reason(s)
- 3.13. "Preliminary Meeting to the Annual General Meeting" means the meeting of the General Council of Members for the sole purpose of submitting proposed amendments to the Federation's Articles of Constitution and/or By-Laws and/or Rules; and discussing such amendments.

- 3.14. "Notice", unless the context indicates otherwise, means an official written communication which-
- 3.14.1. sent by electronic mail (e-mail) or post, to the e-mail or postal address provided by the addressee and recorded in the records of the Federation
 - 3.14.2. Any e-mailed notice is deemed to have been received by the addressee on the day after the proven date of the e-mail transmission.
- 3.15. "Good standing" means a member or individual who has not violated the provisions of these Articles of Constitution and/or the Rules and Regulations governing the members.
- 3.16. "WC" means the Province of the Western Cape
- 3.17. "CoCT" means the City of Cape Town (Municipality)
- 3.18. "Article(s)" means the singular and/or plural of an article, clause, sub-clause and paragraph of this Constitution
- 3.19. "Year" means the period between consecutive Annual General Meetings.
- 3.20. "Colours" means the official uniform worn by a player or official while representing the Federation on and/or off the field of play.
- 3.21. "Annual Financial Statements" means the administration and/or management of the Federation's financial records, in terms of Section 17 of the NPO Act, no.: 71 of 1997.

4. **NAME**

The name of the organisation shall be the **CAPE TOWN BASEBALL FEDERATION**, hereinafter referred to as the "Federation".

- 4.1. The word Federation as used in these Articles of Constitution shall include the clubhouse, personnel, grounds and/or equipment of the Federation.
- 4.2. **Affiliation:**
- 4.2.1. The Federation shall be affiliated to the Western Cape Baseball Federation (WCBF), the South African Baseball Union (SABU), the Cape Town Sports Council (CTSC) and the Western Cape Schools' Baseball Association (WCSBA).
 - 4.2.2. The Federation shall also seek to establish and maintain a partnership with the Western Cape Department of Cultural Affairs and Sport (Provincial Government).

5. COLOURS AND EMBLEM

- 5.1. The colours of the Federation shall be consistent with that of the CoCT Municipality with Royal Blue and White dominating.
- 5.2. The emblem of the Federation shall be a design approved by the Executive Committee, inclusive of the Disa (as approved by the Western Province Rugby Football Union), a representation of a baseball batter, Table Mountain and the name of the Federation.
- 5.3. Any logo representing the Federation shall be approved by the Executive Committee of the Federation.
- 5.4. The use of the approved emblem(s) or logo(s) of the Federation shall be determined by the Executive Committee of the Federation.

6. LEGAL PERSONA

- 6.1. The Federation shall be a legal persona and an entity separate from its governance and leadership structure and employees in their personal capacity.
- 6.2. The Federation operates and functions as the autonomous controlling and administrative authority of the sport of baseball in all its facets within the area of jurisdiction as determined by the WCBF.
- 6.3. The Federation shall be a Non-Profit Organisation (NPO) registered under the Act which operates for the benefit of its members in accordance with these Articles of Constitution together with its annexures.
- 6.4. The Federation shall act as the plaintiff, defendant, applicant or respondent in any legal proceedings involving itself.
- 6.5. The Federation shall manage its own administrative and financial business and affairs and may partner with other Federations to advance the objectives of the Federation.
- 6.6. The Federation may accept and receive sponsorships, gifts and donations in cash and/or kind.
- 6.7. The Federation may lend or invest any funds it may possess in the best interest of the Federation.
- 6.8. The Federation may conclude financial agreements of any kind and give any security in its means that may be necessary for this purpose.

- 6.9. A member of the governance and leadership structure of the Federation and/or any other member who has been officially appointed to act on behalf of the Federation cannot be held personally liable for any financial and/or other liabilities incurred on behalf of the Federation, except if such liabilities were incurred in a reckless, irresponsible, negligent, unauthorised and unlawful manner.
- 6.10. The Federation may continue to exist notwithstanding changes in the composition of the Federation's Executive Committee.

7. SIGNATORIES

The Signatories on the bank account of the Federation shall be:

- 7.1. President
- 7.2. Vice President: Administration
- 7.3. Treasurer

8. VISION

- 8.1. To be a Federation which enhances Community Development through Baseball in the playing and administering of the game, and the administration of the Federation.

9. OBJECTIVES

- 9.1. Promote and administer all activities in compliance with principles, codes and spirit of good governance and administration
- 9.2. Participate and promote the game of baseball in the broader community; on a non-racial, non-political, non-sexist and democratic basis.
- 9.3. Promote the development of baseball, through the establishment and maintenance of youth, senior, women, masters and veterans structures, for players, administrators and officials.
- 9.4. Adopt and adhere to the laws, codes of conduct, rulings, etcetera of baseball governing authorities.
- 9.5. Support and encourage the promotion of sport ethics, fight against doping and demonstrate a responsible concern for environmental issues.
- 9.6. Generally protect the common interests of its members and take all the possible steps necessary to satisfy the aim.

- 9.7. Recognise and reward meritorious performance and/or service rendered to the sport of baseball and the Federation.
- 9.8. Represents its members and promote and advance their interests.

10. JURISDICTION AND AUTHORITY

- 10.1. The Federation shall have jurisdiction over all its Members, their players, officials, administrators and members.
- 10.2. Every Member of the Federation shall be responsible to the Federation for the action of its players, officials, administrators and members; and such persons shall always observe the rules, regulations and Bye-laws of the Federation.
- 10.3. The supreme authority of the Federation is its collective Membership as set out in Article 14 herein, assembled in any duly constituted meeting as per Article 17. herein.
- 10.4. The admission to any category of Membership of the Federation shall be deemed as a tacit agreement by such Member that all Members shall be bound by, shall enjoy all privileges, shall be subject to all responsibilities and shall submit to the authority as provided for in these Articles of the Constitution, its Bye-laws and Rules. It shall be deemed that all members of an affiliated Member are acquiesced to this principle.
- 10.5. Resolutions and decisions of the Federation shall be binding on the Membership of the Federation.
- 10.6. All Members shall forward a copy of their Articles of Constitutions (as amended from time to time) to the Federation - such being consistent with these Articles of Constitution of the Federation.
- 10.7. The governance structures of the Federation shall consist of:
 - 10.7.1. Annual General Meeting as per Article 17.4 herein
 - 10.7.2. Preliminary Meeting to the Annual General Meeting as per Article 17.5 herein
 - 10.7.3. Special General Meeting as per Article 17.6. herein
 - 10.7.4. Ordinary General Meeting as per Article 17.7. herein
 - 10.7.5. Executive Committee Meeting as per Article 17.8 herein
 - 10.7.6. Standing Committees and Commissions as per Article 15.4 herein
- 10.8. The Executive Committee shall have full authority to execute any actions on behalf of the Federation, in terms of these Articles of Constitution.
- 10.9. The Federation shall have the power to make rules, to adopt Bye-laws and/or to pass resolutions which shall not be inconsistent with these Articles of Constitution and related rules of its affiliated Federations.

- 10.10. The Federation shall have the power to select teams for representative matches at all levels, to arrange tours or tournaments, to sanction matches and to regulate the transfer of players between Members within the area of jurisdiction of the Federation; and to regulate the transfer of players to and from other Districts or Provinces.
- 10.11. The Federation shall have the power to inquire into the administration and/or financial affairs of any of its Members.
- 10.12. The Federation shall have the power to appoint such standing-committee(s) and/or sub-committee(s) upon such terms as it considers necessary to give effect to its powers
- 10.13. The Federation shall have the power to reprimand, suspend or fine a Member, or a member of such a Member, who acts in contravention of these Articles of Constitution and its Bye-Laws or for engaging in acts of misconduct, improper practices, misdemeanour, acts of defiance or bringing the Federation into disrepute.

11. ASSET MANAGEMENT

- 11.1. The Federation shall be the owner of its own assets which shall be entitled in its own name.
- 11.2. The Federation shall acquire any fixed or movable property and undertake any legal proceedings involving such property.
- 11.3. The Federation may rent or let any fixed or movable property and/or assets.
- 11.4. All assets, funds, profits and acquisitions of the Federation shall accrue for the sole benefit of the Federation and not for the benefit of any individual.
- 11.5. The Executive Committee, Administrators and Members and/or employees of the Federation have no rights in the property or other assets of the Federation by virtue of their being members, employees or office bearers.
- 11.6. Should the Federation be wound up or dissolved as per Article 20. herein, any assets remaining after all liabilities have been met shall be transferred to another Federation having similar objectives.

12. FINANCIAL MANAGEMENT AND ADMINISTRATION

- 12.1. The Vice President: Administration shall conduct oversight over the effective and efficient financial management of the Federation.
- 12.2. The Federation's financial year shall commence on 01 May of any given year and conclude on 30 April of the following year.

- 12.3. The Federation's income and assets are not distributable to the Executive Committee and/or Administrators, except as reasonable compensation for services rendered.
- 12.4. The Treasurer shall ensure that the Federation's financial transactions are conducted by means of a bank account held with a registered bank in terms of the applicable legislation.
- 12.5. The Treasurer shall keep a correct account of all the income and expenses as per acceptable accounting practices and only disburse money as per the approved budget of the Federation.
- 12.6. The Treasurer shall provide an account of moneys received, paid out, bank balance and cash at hand at Executive Committee meetings or when required by the Executive Committee to do so.
- 12.7. The Treasurer shall submit a written report and Annual Financial Statements to the Annual General Meeting, accompanied by correspondence from the Accounting Officer in terms of the NPO Act.

13. MEMBERSHIP

- 13.1. The Federation consists of Affiliated Clubs as Members of the Federation, being as listed per ADDENDUM A
- 13.2. Membership is, subject to the approval of the Federation, open to clubs playing baseball or to organisations involved with baseball within the jurisdiction of the Federation.
- 13.3. Application for Membership
 - 13.3.1. shall be made in writing and
 - 13.3.2. reach the Vice President: Administration by no later than thirty (30) days prior to an Ordinary General Meeting and
 - 13.3.3. shall be accompanied by a list of all its members, a copy of its Constitution, its colour(s) and emblem(s) and the prescribed fee(s) where applicable.
 - 13.3.4. by a new club seeking affiliation may have no more than twenty-five percent (25%) of its membership being either gender of an existing club's registered senior or junior membership.
- 13.4. Applications for affiliation shall be considered only on the recommendation of the Executive Committee at an Ordinary General Meeting and shall be approved by a majority two-thirds (2/3) of the votes of the Delegates present and entitled to vote.
- 13.5. In the event of any application for affiliation being refused, the prescribed fee(s) shall be refunded.
- 13.6. The Membership of any Member(s) of the Federation or individual Members may only be terminated, and conditions set for such termination, by a majority two-thirds (2/3) of the votes of the Delegates present and entitled to vote at the Special General Meeting convened for that purpose.

13.7. The Executive Committee shall refer any dormant and/or suspected dormant Membership of the Federation to the sub-committee referred to in Article 15.4.1.6. herein, to investigate the status of such Membership and submit a report with recommendations to the meeting referred to in Article 13.6. herein.

14. LIFE MEMBERSHIP

14.1. Honorary Life Membership of the Federation may be conferred on any person for distinguished service to the sport of baseball in the Cape Town Metropole at an Annual General Meeting, on recommendation by the Executive Committee.

14.2. Nominations for Honorary Life Membership may be submitted by any Member of the Federation, via the Executive Committee; and in terms of a process determined by the Executive Committee.

14.3. Honorary Life Members have no voting rights at any meetings of the Federation, except when representing a Member of the Federation as a Delegate of such Member.

15. GOVERNANCE AND LEADERSHIP

15.1. The Federation's governance and leadership structure shall consist of:

- 15.1.1. Elected Office-Bearers
- 15.1.2. Non-Executive Office-Bearers
- 15.1.3. Standing Committees & Commissions
- 15.1.4. Additional Members

15.2. The Elected Office-Bearers of the Federation whose duties are appended in ADDENDUM B

- 15.2.1. are elected in the Annual General Meeting
- 15.2.2. hold office for two year
- 15.2.3. consist of the following:
 - 15.2.3.1. The President
 - 15.2.3.2. Vice President: Baseball
 - 15.2.3.3. Vice President: Technical
 - 15.2.3.4. Vice President: Administration
 - 15.2.3.5. Treasurer

15.3. Non-Executive Office-Bearers

- 15.3.1. are either elected by the Members at the Annual General Meeting or designated by the Sub-Committee and/or Commission they represent. Should any positions not be filled at elections then the Executive Committee can appoint Non-Executive Office-Bearers directly.
- 15.3.2. are responsible for the duties as appended in ADDENDUM B
- 15.3.3. holds office for 2 years

- 15.3.4. are designated by the Sub-Committees and/or Commissions they represent as follows:
 - 15.3.4.1. Director for Senior Baseball
 - 15.3.4.2. Director for Junior Baseball
 - 15.3.4.3. Director for Masters Baseball
 - 15.3.4.4. Director for Women's Baseball
- 15.3.5. The following non-executive office bearers are elected by Members of the Federation at the Annual General Meeting:
 - 15.3.5.1. Members' Liaison Officer
 - 15.3.5.2. Compliance and Transformation Officer

15.4. Standing Committees and Commissions

- 15.4.1. Certain activities related to the sport of baseball are conducted in compliance with the provisions of these Articles of Constitution, but with a level of autonomy from the Executive Committee. Such activities are the responsibility of the following Standing Committees and/or Commissions, under the aegis of the Federation:
 - 15.4.1.1. Baseball Umpires Commission
 - 15.4.1.2. Junior Baseball Commission
 - 15.4.1.3. Baseball Scorers Commission
 - 15.4.1.4. Coaches Commission
 - 15.4.1.5. Masters Baseball Commission
 - 15.4.1.6. Baseball Disciplinary Committee
 - 15.4.1.7. Competitions and Fixtures Committee
 - 15.4.1.8. Protest Committee
 - 15.4.1.9. Senior Selection Committee
 - 15.4.1.10. Under 21 Selection Committee
 - 15.4.1.11. Grounds Committee
 - 15.4.1.12. Local Organising Committee
 - 15.4.1.13. Baseball Development Commission
 - 15.4.1.14. Fund Raising Committee
 - 15.4.1.15. Schools Baseball Commission
- 15.4.2. The Commissions shall be entitled to be represented at Executive Committee Meetings by a representative who shall be afforded the title of Director.
- 15.4.3. Members of the Standing Committees or Commissions shall also be elected for 2-year term periods, aligns with the elections of the Executive Committee at the Annual General Meeting.
- 15.4.4. The Standing Committees and Commissions shall inform the Executive Committee in writing of the details of their members and Representatives, respectively, and include the approved Minutes of their meetings where such decisions were made.

15.5. Additional Members

- 15.5.1. Pursuant of the interest of transparency, good governance and fair play, the Members shall co-opt individuals to be office-bearers in the following positions:
 - 15.5.1.1. Players Representative
 - 15.5.1.2. Elite Programme Director
 - 15.5.1.3. Project Communications Officer
 - 15.5.1.4. Public Relations Officer
 - 15.5.1.5. Women in Sport Officer

15.5.2. The co-opting of individuals to be office-bearers referred to in Article 15.5.1. herein shall be conducted at a meeting convened for such purpose.

15.6. The Executive Committee may establish ad-hoc committees for a period of no longer than three (3) months and for a specific purpose; the existence of such ad-hoc committee ceasing when a final report on such specific purpose has been submitted to the Executive Committee or when the period of three (3) months expires, whichever occurs first.

16. ELECTIONS

16.1. Any natural person shall be eligible for election to any elected position of office, irrespective whether such person is an accredited Delegate of a Member, on condition that such natural person is/do not at the time of the election(s):

16.1.1. Serve a sanction where he/she has been relieved of executive functions, any sub-committee and/or commission functions or membership, as imposed by the Disciplinary Committee;

16.1.2. Have a pending disciplinary hearing;

16.1.3. Have a vote of no confidence successfully instituted against him/her during the current or immediate past term of office;

16.2. Provided that no person shall be eligible for election to any position of office if he/she is not present at the meeting when the election takes place, or he/she has not indicated in writing his/her willingness to accept such position of office.

16.3. The nomination of the Elected Office-bearers as provided in Article 15.2. herein, shall be submitted in writing for each specific position of office forwarded by the Executive Committee in office or by any Member; to reach the Vice President: Administration not later than thirty (30) days before the Annual General Meeting.

16.4. All such nominations shall be supported by a written acceptance of the nomination by the nominee. The list of such nominations which have been accepted in writing shall be forwarded to all Members not later than twenty-one (21) days before the Annual General Meeting. The notices shall be processed in accordance with Article 17.4.3. herein.

16.5. If no nominations have been received for a specific position of office then nominations for that position of office may be accepted, at an Annual General Meeting, from the Members present at such meeting. These nominations shall be duly proposed and seconded and the nominee shall verbally accept.

16.6. All the Elected Office-bearers of the Executive Committee in office for the time being shall be eligible for re-election and shall be deemed to have accepted nomination for re-election to positions held by them, unless specifically stated to the contrary in the Notice convening the Annual General Meeting as per Article 17.4.3. herein.

- 16.7. Any vacant Elected Office-bearer position of office, which may arise for any reason whatsoever, shall be filled at any subsequent Ordinary General Meeting subject to the terms and conditions contained in Article 16.5. herein.
- 16.8. When a vacancy occurs on the Executive Committee (from one (1) of the Elected Office-bearers positions):
- 16.8.1. a by-election must be held at the next Ordinary General Meeting, or
 - 16.8.2. when a vacancy cannot be filled at a by-election, the Executive Committee may, at its sole discretion, co-opt a person for the unexpired term of a vacant office. This co-opted member shall be an Office-bearer and shall be bound by the Articles of Constitution and Bye-laws of the Federation.
- 16.9. Standing- and Sub-Committees
- 16.9.1. All the conditions as per Articles 16.1. to 16.8 herein for the election of Elected Office-bearers shall equally apply to the election of members to the standing- or sub-committees as provided for herein and the Bye-laws of the Federation, provided further that the specific conditions as described below shall apply to the election of standing-committee members.
 - 16.9.2. A Special General Meeting shall be held within the one (1) month after the Annual General Meeting to elect members to the following standing-committees:
 - 16.9.2.1. Disciplinary Committee.
 - 16.9.2.2. Competitions Committee.
 - 16.9.2.3. Protest Committee.
 - 16.9.2.4. Senior Selection Committee.
 - 16.9.2.5. Under 21 Selection Committee.
 - 16.9.2.6. Grounds Committee.
 - 16.9.2.7. Entertainment Committee.
 - 16.9.2.8. Fundraising Committee
 - 16.9.3. The aforesaid standing-committees shall be constituted and shall function in accordance with the provisions herein and/or as provided for in the Bye-laws.
 - 16.9.4. No more than two (2) members of the Executive Committee in office shall serve on any one (1) of the aforesaid standing-committees, unless stated to the contrary herein and/or the Bye-laws.

17. MEETINGS

17.1. General

- 17.1.1. The Vice President: Administration shall ensure that accurate records and/or minutes are kept of all meetings referred to in Article 17 herein.
- 17.1.2. As a rule, a matter which has been discussed and (a) resolution(s) reached at a previous meeting and/or discussion shall not be reviewed unless (a) written motion(s) to such effect has/have been submitted via the Vice President: Administration by a Member of the Federation as defined in Article 14 herein, and at least five (5) working days prior to the relevant meeting

- 17.1.3. The motion referred to in Article 17.1.2 herein shall include reasons for such (a) motion(s) and the motion must be seconded by another Member as defined in Article 13 herein
- 17.1.4. The quorum at any meeting in terms of Article 17 herein shall be fifty percent (50%) plus one (1) of the Membership, excluding Life Members, as required to be at that meeting.
- 17.1.5. The quorum for all Executive Committee meetings shall be fifty percent (50%) plus 1 of all elected office bearers
- 17.1.6. The Delegates to all meetings referred to in Article 17 herein, excluding Executive Committee Meetings, shall consist of:
 - 17.1.6.1. Two (2) representatives from a Member in terms of Articles 13.1 herein
 - 17.1.6.2. The Elected Office-bearers and Life Members in terms of Articles 13, 14 and 15.1 herein
 - 17.1.6.3. Any duly appointed representative from the organisations to which the Federation is affiliated or membership collectives as per Article 4.2 herein
- 17.1.7. All elected and/or appointed members of the Federation's governance and leadership structure who fails to attend three (3) consecutive sittings (collectively) of any of the meetings referred to in Article 17 herein, shall automatically forfeit his/her membership of the governance structure referred to in Article 15.1. herein.
- 17.1.8. Executive Members of the Federation attends and participates in meetings of the Federation in their capacity as the Office-Bearers of the Federation; and not as representatives of the affiliated Members or in any other capacity.

17.2. Voting

- 17.2.1. Only Members, through their delegate(s), shall have voting rights in any meetings of the Federation and when deciding on any matter related to the business of the Federation, but excluding Executive Committee meetings,
- 17.2.2. The Executive Committee shall collectively only have one (1) casting vote, in the event that all votes are even on a matter being voted on in the meetings referred to the Article 17.2.1. herein.
- 17.2.3. In the meetings referred to in Article 17.2.1. herein, Members represented at such meetings shall be entitled to one (1) vote each.
- 17.2.4. In Executive Committee meetings only Executive Committee members shall have voting rights and each Executive Committee members shall have an equal vote.
- 17.2.5. All the business shall be decided upon by a simple majority of the votes of the Delegates present and eligible to vote unless otherwise stated herein
- 17.2.6. The decision of the meeting shall be ascertained by a show of hands, or by a secret ballot, if so requested by any Delegate present.
- 17.2.7. Delegates of Members which are under suspension or which are not in good financial standing as per the financial statements issued, may attend meetings of the Federation as observers.
- 17.2.8. Resolutions passed shall be effective for one year and may only be reviewed after such one year period has lapsed.

17.3. Vote of no-Confidence

- 17.3.1. A Vote of No-Confidence may be submitted in any of the meetings listed below, accept the meeting referred to in Article 17.5. herein, on condition that the following process be adhered to:
 - 17.3.1.1. Written submission regarding a Vote-of-No-Confidence must be submitted to the Vice President: Administration five (5) days prior to a meeting referred to in Article 17.3.1 herein;
 - 17.3.1.2. Only written submission(s) shall be considered;
 - 17.3.1.3. Such submission(s) must clearly identify:
 - 17.3.1.3.1. The grounds for the submission, and
 - 17.3.1.3.2. Desired outcome of the submission(s)
 - 17.3.1.4. In order for a Vote-of No-Confidence to be successful, the relevant meeting must quorate in terms of Article 17.1.4. herein.
 - 17.3.1.5. A decision regarding a Vote-of No-Confidence submitted at the meeting(s) referred to in Article 17.3.1. herein shall be arrived at by voting at that specific meeting.
 - 17.3.1.6. In order for a Vote-of No-Confidence to be successful, a fifty percent (50%) plus one (1) vote in favour of such submission(s) is required.

17.4. Annual General Meeting

- 17.4.1. The Annual General Meeting shall be held by the end of July every year, at such time and place as determined by the Executive Committee
- 17.4.2. At least forty-five (45) days preliminary notice of the pending Annual General Meeting shall be forwarded to all Members, soliciting nominations for Elected Office-bearers and proposed amendments to the Articles of Constitution and/or Bye-laws, when relevant.
- 17.4.3. The final notice together with;
 - 17.4.3.1. The agenda,
 - 17.4.3.2. The collated list of nominated Elected Office-bearers,
 - 17.4.3.3. The confirmation of the proposed amendments to the Federation's Articles of Constitution, as resolved at the Preliminary Meeting to the Annual General Meeting
 - 17.4.3.4. The confirmation of the proposed amendments to the Federation's Rules and/or By-laws, as resolved at the Preliminary Meeting to the Annual General Meeting
 - 17.4.3.5. The annual financial statement of the Federation for the year ending April of that same year, accompanied by correspondence of the Accounting Officer in terms of the NPO Act.
 - 17.4.3.6. A copy of the Annual Reports, and any other relevant informationshall be provided to all Members not later than twenty-one (21) days prior to the due date of the Annual General Meeting.
- 17.4.4. The President of the Federation shall chair the Annual General Meeting. In the absence of the President, the Executive Committee shall appoint a chairperson from amongst its members

- 17.4.5. The business of the Annual General Meeting shall be proceeded with in the following order:
 - 17.4.5.1. receive Delegates' credentials and to record voting strength
 - 17.4.5.2. confirm the minutes of the previous Annual General Meeting
 - 17.4.5.3. confirm the minutes of previous Special General Meetings, if any
 - 17.4.5.4. confirm the minutes of Preliminary Meeting to the Annual General Meeting
 - 17.4.5.5. confirm the Annual Reports
 - 17.4.5.6. confirm the Financial Statements
 - 17.4.5.7. confirm amendments to the Federation's Articles of Constitution in terms of Article 21 herein
 - 17.4.5.8. confirm Amendments to Federation's Rules and/or Bye-laws in terms of Article 19. herein
 - 17.4.5.9. elect Office-bearers for the ensuing year, when relevant
 - 17.4.5.10. confirm members of Committee(s) for the ensuing year, when relevant
 - 17.4.5.11. appoint Accounting Officer
 - 17.4.5.12. consider applications from new Clubs and/or Federations recommended for affiliation
 - 17.4.5.13. consider any other competent business as enumerated in the notice of the meeting

17.5. Preliminary Meeting to the Annual General Meeting

- 17.5.1. This meeting shall be convened one (1) month prior to the Annual General Meeting, and chaired by the Vice President: Administration
- 17.5.2. This meeting shall be convened for the sole purpose of submitting proposed amendments to the Federation's Articles of Constitution and/or By-Laws and/or Rules; and discussing such amendments.
- 17.5.3. The proposed amendments to the Federation's Articles of Constitution, Bye-Laws and/or Rules shall be submitted in writing and to the Vice President: Administration, fourteen (14) days prior to the Preliminary Meeting to the Annual General Meeting.

17.6. Special General Meeting

- 17.6.1. A Special General Meeting shall be convened
 - 17.6.1.1. by the Executive Committee deemed expedient, or
 - 17.6.1.2. by the Vice President Administration specifying the object(s) of the meeting
 - 17.6.1.3. within forty-five (45) days from receipt of a written request supported by at least three (3) affiliated Members
- 17.6.2. A preliminary notice soliciting relevant information should be forwarded to all Members at least thirty (30) days before a proposed Special General Meeting if such meeting requires collective input from the Members.
- 17.6.3. Any communication in response to the preliminary notice referred to in Article 17.6.2. herein shall be received by the Vice President: Administration at least twenty-one (21) days prior to the meeting, for input in the final notice.
- 17.6.4. At least fourteen (14) days' notice of every Special General Meeting specifying the object(s) of the meeting shall be forwarded to all Members.
- 17.6.5. The object(s) discussed at any one Special General Meeting may not be discussed again at any subsequent Special General Meeting in the same year.

17.6.6. The Chairman, the qualifications of the Delegates, the voting powers and the quorum of Special General Meetings shall be the same as laid down for the Annual General Meeting, but only the specific object(s) for which the meeting has been called shall be discussed.

17.7. Ordinary General Meeting

17.7.1. An Ordinary General Meeting shall during the season be held quarterly, at such time and place as determined by the Executive Committee. During the off-season, such meetings shall be called only if so deemed necessary by the Executive Committee.

17.7.2. Attendance of an Ordinary General Meeting shall be obligatory.

17.7.3. At least fourteen (14) days written notice of every Ordinary General Meeting specifying the meeting agenda, denoting any extraordinary object(s) for debate at the meeting, shall be forwarded to all Members. The notice shall include the minutes of the previous Ordinary General Meeting.

17.7.4. Object(s) pertaining to an election process or changes to the Constitution and/or Bye-laws shall not be tabled at any Ordinary General Meeting.

17.7.5. Any Special General Meeting called shall cancel a scheduled Ordinary General Meeting

17.7.6. The Chairman, the qualifications of the Delegates, the voting powers and the quorum of Ordinary General Meetings shall be the same as laid down for the Annual General Meeting.

17.7.7. Only the specific object(s) for which the meeting was called shall be discussed

17.8. Executive Committee Meeting

17.8.1. The Executive Committee shall consist of the

17.8.1.1. Management Committee (MANCOM) comprising

17.8.1.1.1. The Elected Office-bearers in terms of Article 15.2. herein.

17.8.1.1.2. The MANCOM shall meet at least once each calendar month at a time and place as designated by the Vice President: Administration. Any matters to be discussed shall be advised to the members prior to the meeting.

17.8.1.2. The non-executive office-bearers in term of Article 15.3. herein

17.8.1.3. The additional members in terms of Article 15.5. herein

17.8.2. The Executive Committee shall meet at least once bi-monthly at a time and place as designated by the Vice President: Administration. Any matters to be discussed shall be advised to the members prior to the meeting.

17.8.3. Voting shall be by members present at any Executive Committee Meetings.

18. CODE OF ETHICS

18.1. Notwithstanding anything herein contained, no player shall receive any remuneration directly or indirectly and from whatsoever source, for joining any affiliated Member, for the involvement in any activities of the baseball fraternity, or for participating in any match, other than bona fide expenses and disbursements.

19. BYE-LAWS

- 19.1. Bye-laws covering all matters falling under the jurisdiction of the Federation as well as points of procedure not covered by the Constitution, may be adopted by a Special General Meeting of the Federation, on a motion either by the Executive Committee or any one (1) of the Members, provided that:
 - 19.1.1. Such motion is received in writing, by the Vice President: Administration not later than thirty (30) days before a due date of a Special General Meeting, for inclusion in the notice and on the agenda of that meeting.
 - 19.1.2. Such Bye-laws are not in conflict with the provisions of these Articles of Constitution.
- 19.2. Any amendments to existing By-laws and/or new By-laws, must be adopted within three (3) months of the preceding Annual General Meeting, in order for such to take effect from the start of the new upcoming baseball season.

20. WIND UP OR DISSOLUTION OF THE FEDERATION

- 20.1. The Federation retains the right to wind-up its business and dissolve itself by an act of its own resolution taken by the Members at a Special General Meeting called for that purpose, provided that twelve (12) months' notice of the resolution is given to all Members of the Federation.
- 20.2. Any resolution taken in terms of Article 20.1. herein shall become effective on obtaining a majority two-thirds (2/3) vote of the votes of the Delegates present and entitled to vote.
- 20.3. Upon adoption of a resolution referred to in Article 20.2. herein, steps shall be taken immediately for the winding up of the Federation in terms of the Companies Act No. 61 of 1973 (as amended) and where applicable.
- 20.4. Any changes to the nature of management of the Federation and earlier manifestations thereof occasioned by the needs arising out of policies instituted by the local government and or that of a sport controlling body or changes thereto, shall not be regarded as a dissolution of an earlier manifestation of the Federation.
- 20.5. In the event of a resolution to wind up or dissolve the Federation as per Article 20.1 to Article 20.4. herein, the following processes are to be followed:
 - 20.5.1. Determine date for finalisation of wind up or dissolution
 - 20.5.2. Ensure that financial matters of the Federation are attended to in terms of Section 17 of the NPO Act, no.: 71 of 1997.
 - 20.5.3. Ensure that human resource matters related to wind-up or dissolution are finalised
 - 20.5.4. Ensure successful de-registration of the Federation with the Directorate for Non-profit Federations.
- 20.6. Should the Federation be wound-up or dissolved as per Articles 11.6.; 20.1. to 20.5. herein, any assets remaining after all liabilities have been met shall be transferred to another Federation having similar objectives.

21. AMENDMENTS TO THE ARTICLES CONSTITUTION

21.1. Under normal circumstances, no part of these Articles of Constitution shall be amended, rescinded or reviewed except at a Preliminary Meeting to the Annual General Meeting, as per Article 17.5. herein.

21.2. In exceptional circumstances and in the furtherance of the business of the Federation, the Executive Committee may convene a Special General Meeting for the purpose of amending these Articles of Constitution of the Federation, and in terms of the same provisions as per Article 17.5. herein.

22. APPROVAL OF ARTICLES OF CONSTITUTION

22.1. The Annual General Meeting of the Federation, or a Special General Meeting convened for such purpose, shall confirm the amendments of the Articles of Constitution of the Federation, on recommendation from the meeting convened in terms of Article 17.5. or Article 21.2. herein.

22.2. The President of the Federation shall sign the amended Articles of Constitution of the Federation and initial each individual page, subsequent to Article 22.1. or herein.

23. CERTIFICATION OF ARTICLES OF CONSTITUTION BY PRESIDENT OF THE FEDERATION

23.1. With the powers vested in me in terms of Article 22.2. herein, my signature is hereby appended to the amended Articles of Constitution of the Federation.

23.2. These approved Articles of Constitution of the Federation shall take effect immediately, subsequent to the granting of the approval referred to in Article 22. herein.

Signed by _____ on this _____ Day of _____ 2020

(Name of President)

.....

As Witness

1)
(full name) *Signature*

RATIFICATION

a. Ratification

The first version of this Constitution was ratified by the Delegates at a Special Meeting held in Cape Town on the 19 November 1991.

b. Revision Status

Any revision changes of this Constitution shall be recorded in the table below:

Reference	Description	Date
1.0	First version of Constitution	1991/11/19
2.0	General revision and restructure	1992/10/19
3.0	AGM and SGM notice	1993//7/28
4.0	Minor changes to Articles 13 &14	1994/6/26
5.0	Changes to 8.1.2, 8.3, 11.1, 11.2, & 11.3	1997/8/17
6.0	Additions 7.2.5 and amendments 3.2. and 7.4	2004/7/26
7.0	Complete Revision occasioned by conversion to NPO and requirements related to changes in jurisdiction	
7.1	Review by MANCOM	2018/07/16
7.2	Updated with changes recommended at BAWP Workshop	2018/08/05
7.3	Renaming to Cape Town Baseball Federation was approved and constitution adopted at last Baseball Association of Western Province AGM	2018/09/10
7.4	Fixed reference errors in version7.3 and date format in Revision Status	2019/05/07
8.0	General amendments and updating	2020/07/31