

**SOFTBALL BERMUDA**  
**CONSTITUTION AND BY-LAWS**

(Adopted on 28<sup>th</sup> February 2024)

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**1**     **ARTICLE 1 – EXPRESSIONS**

Except where specifically noted to the contrary, references to gender include each gender. In this constitution, the following expressions shall have the following meanings:

Article            means an article of this constitution.

Association       means Softball Bermuda.

Member Team     means any team registered with the Association and in good standing.

Player Member   means an individual listed on the current roster of a Member Team.

Officer           means any team manager, coach or sponsor, any umpire or scorekeeper (whether actively involved in a game or not) or any member of the Executive Committee or their assistants.

**2**     **ARTICLE 2 – NAME**

The name of the organization shall be “**Softball Bermuda**”

### **3**     **ARTICLE 3 – OBJECTIVES**

- 3.1     The objects of the Association shall be:
- 3.1.i)           to provide players with the opportunity to play enjoyable softball, which is inclusive of slo-pitch softball and fast pitch softball;
  - 3.1.ii)          to promote amateur softball for all persons regardless of race, colour, creed, religion, sex, national origin, or ancestry;
  - 3.1.iii)         to establish uniform softball rules and regulations that can be observed by all its members;
  - 3.1.iv)          to provide the game of softball with the proper safeguards, in accordance with the spirit of true sportsmanship, so that the game will be fostered as a non-professional sport, engaged in by its members as a recreational activity;
  - 3.1.v)           to establish and maintain, by allied and affiliated membership, alliances with other organisations devoted to the promotion of amateur softball; and
  - 3.1.vi)          to educate and train all members in the proper skills of softball play and rules, through promoting, organising and conducting clinics, seminars and training courses.
- 3.2     The Association is a non-profit organisation. Over the long term, all monies realized from team registrations or other fund-raising activities, will be disbursed on expenditures relating to the provision of games, including, but not limited to, rental of playing fields, provision of umpires & scorekeepers, balls, trophies, administration, etc..

### **4**     **ARTICLE 4 -MEMBERSHIP**

- 4.1     Membership is open to any softball team with an interest in the Association's objectives. All individuals listed on a team's roster are Player Members of the Association.
- 4.2     *Minimum age*  
All Player Members must be at least thirteen (13) years old at the date of the first game of the season, unless Special Permission is received in writing from the Executive Committee.

- 4.3 *Period of Membership*  
Membership commences when an application is approved by the Executive Committee and terminates on the first date on which applications for the immediate next season are first accepted, such date to be decided by the Executive Committee
- 4.4 *Application for Membership*  
Applications for teams to become Member Teams of the Association will be invited prior to the start of each season. Applications must be submitted in accordance with the procedures set out by the Executive Committee.
- 4.5 Under no circumstances will any application for membership be considered unless it is accompanied by the full registration fee set by the Executive Committee for the current season.
- 4.6 The Executive Committee shall have the right to approve or reject any application without explanation. The decision of the Executive Committee on whether or not to accept the application of any team is final.
- 4.7 *Team contacts*  
Each Member Team must designate two primary contacts through whom the Executive Committee may communicate with the team. In addition, each Member Team must designate a person to serve, when required, on the Management Committee.
- 4.8 Each Member Team must submit an email address to which Association correspondence may be sent. Mailing of information to this address shall be deemed to be delivery of the correspondence to the Member Team. Member Teams are responsible for notifying the Secretary of address changes
- 4.9 Rosters  
Prior to the start of each season, each Member Team must submit to the Executive Committee an initial roster of players. The roster must identify male and female players.
- 4.10 There is no limit to the number of players that may be on a team roster.

- 4.11 Players who have not previously played for another team during the current season may be added to the team roster at any time before the start of each game by notifying the official scorekeeper and adding the player's name to the line-up sheet. A player who is not on the team roster at the start of a game, that is they are not on the original team roster nor have they been added during the season, may not participate in that game.
- 4.12 *Transfer of Players Between Teams*  
A player may only appear on the roster of one member team at any one time. If a player is listed on more than one initial roster submitted in accordance with paragraph 4.9 above, he/she will be deemed to be on the roster of the first team that he/she plays for in the current season.
- 4.13 A player is permitted to transfer from one team to another only once during the season, provided that the transfer takes place no later than sixty (60) days after the official start date of the season. The official start date in any year is defined as the first scheduled date on that year's league schedule. No transfers will be permitted after the aforementioned sixty (60) days have lapsed.
- 4.14 To affect a transfer, the player must deliver a letter of release, signed by the manager of his/her current team, to the Softball Bermuda Secretary. The transfer will become effective seven days after receipt of the letter. During that period, the player may continue to play for his/her current team, but may not play for his/her new team.
- 4.15 A player may appeal to the President if the player's manager refuses to provide a letter of release. The President will decide whether to allow the transfer to take place after discussion of the specific circumstances with the player and his/her manager.

- 4.16 Where a member team is declared defunct, its player members may assimilate into other teams following the guidelines below:
- 4.16.i) No more than two (2) player members can play for a team one division lower;
  - 4.16.ii) No more than one (1) player member can play for a team two or more divisions lower; and
  - 4.16.iii) No more than three (3) player members can play for a team in that same division or in any higher division.

4.17 *Member Teams in Good Standing*

A Member Team shall be deemed to be in good standing provided that the member:

- 4.17.i) Owes no outstanding membership dues or other debt to the Association;
- 4.17.ii) Has complied with the Constitution and Bylaws, the Local Playing Rules and the policies of the Association;
- 4.17.iii) Has not ceased to be a Team Member or been suspended or expelled from membership; and
- 4.17.iv) Is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Executive Committee

4.18 *Member Teams NOT in Good Standing Member*

Teams who cease to be in good standing shall not be entitled to the benefits and privileges of membership, including the right to vote at meetings of the Association. A Member Team may be restored to good standing upon meeting the definition of good standing set out above, to the satisfaction of the Executive Committee.

**5 ARTICLE 5 – EXECUTIVE COMMITTEE**

- 5.1 The Association will be managed by an Executive Committee comprised of the following voting members (an indication of duties/responsibilities is also given):

President: Presides at Annual General Meeting (“AGM”) and all meetings of the Executive Committee; Liaise with Government and all external agencies; Supervise administration and management of the Association.

Treasurer:	Maintains financial affairs of the Association together with annual financial statements; and provision of supplies.
Secretary:	Maintains official records, minutes of meetings, receives protests, disciplinary reports and player transfers, and coordinates Executive Committee communication.
Vice President	Assistant to the President.
Scheduler:	Establishes original schedule, scheduling rain-out games, organisation of playoffs and/or any post season competitions, hiring the playing field.
Public Relations	Provides information on the Association and its activities to the media.

- 5.2 The Executive Committee members are elected annually at the AGM to serve a one-year term of office. Executive Committee members may be re-elected.
- 5.3 The Executive Committee shall have the power to fill any positions left vacant after an AGM, or through retirement or death of one or more of its members during the Committee's term of office by appointment without reference to the Management Committee.
- 5.4 The Executive Committee will have full authority to manage the affairs of the Association, including:
  - 5.4.i) the formulation of the policies of the Association;
  - 5.4.ii) the implementation of the policies of the Association;
  - 5.4.iii) the organisation and management of Association competitions;
  - 5.4.iv) the collection and expenditure of Association funds and the financial management thereof;
  - 5.4.v) the formulation of special committees;
  - 5.4.vi) the preparation and preservation of the Association's records; and
  - 5.4.vii) recommendation of local playing rules (variations on the rules adopted by the Association) to the Management Committee for approval.
- 5.5 The Executive Committee shall, not less than ten (10) days before each AGM of the Association, establish a Nominating Committee consisting of at least three (3) members of the Executive Committee who shall, after consulting with other members of the Executive Committee and potential candidates, and not less than seven (7) days before the AGM nominate six (6) persons to be the official slate of candidates for election to the Executive Committee at that AGM.

- 5.6 Any member of the Management Committee may propose another member of the Management Committee as a candidate for election to the Executive Committee, provided that the nominated member is present and agrees or, if absent, has confirmed his consent in writing, and the nomination has the support of at least one other member of the Management Committee. Proposals may be made at the AGM, immediately prior to the election of the Executive Committee.

## **6 ARTICLE 6 – MANAGEMENT COMMITTEE**

- 6.1 The Management Committee will comprise of one representative from each Member Team present at a general meeting of the Management Committee either in person or by proxy. The representative may change from meeting to meeting. An Executive Committee member may also be a member of the Management Committee.
- 6.2 The Management Committee will be responsible for the following:
- 6.2.i) election of the members of the Executive Committee;
  - 6.2.ii) deciding on whether or not to accept the recommendations of the Executive Committee on local playing rules;
  - 6.2.iii) approval of changes to the Association constitution; and
  - 6.2.iv) voting on any other actions on which the Executive Committee seeks ratification.

## **7 ARTICLE 7 – AGM**

The Executive Committee shall summon a meeting of the Member Teams to be held prior to each season, no later than seven (7) days by email together with a three (3)-day notification to the print media, before the official start of the season, which meeting is to be specified as the AGM.

- 7.1 Notice of the meeting, which must include the date and time, venue and proposed agenda of the meeting, must be given by the publishing of an advertisement in the local print media not less than seven (7) days before the meeting.
- 7.2 At every AGM of the Association, the following business shall be conducted:
- 7.2.i) to receive a report from the President on the affairs of the previous season;
  - 7.2.ii) to receive and consider the financial statements of the Association for the previous year - to be presented by the Treasurer;
  - 7.2.iii) to elect the Executive Committee members to serve for the next year; and

7.2.iv) to consider any other business deemed proper and convenient by the Executive Committee to be conducted at the AGM of the Association.

7.3 A quorum at the AGM shall be representation of 50% of the Member Teams, represented physically or by written proxy. Should there be no quorum present within half an hour of the published starting time of the meeting, the meeting shall be reconvened not less than three and not more than seven days later at a convenient location. A quorum at the subsequent meeting will comprise the number of Member Teams represented at the meeting, either physically or by written proxy.

7.4 Each Member Team represented at a general meeting of the Association shall be entitled to one vote. All resolutions of the Association require a vote in favour by a simple majority of Member Teams represented. In the event of a tie, the President may cast an additional vote as he sees fit.

7.5 As outlined in Bylaw 4.18 above, a Member Team deemed not to be in good standing shall not be entitled to vote at meetings of the Association.

## **8 ARTICLE 8 – ANNUAL REGISTRATION**

8.1 An annual registration fee will be set by the Executive Committee at the start of each season, and notified to all applicants.

8.2 Fees will be set in order to meet the objectives of the Association.

8.3 Fees are payable in full at the time of application for membership and are not refundable in the event of the team subsequently withdrawing from the Association at any time.

## **9 ARTICLE 9 – MEMBERSHIP WITHDRAWAL**

9.1 A Member Team may withdraw from the Association, during the season, by notifying the Secretary.

9.2 Membership of a Member Team which has defaulted three or more games during the season may be terminated at the discretion of the Executive Committee by notice in writing to one of the named team contacts.

9.3 Any Member Team withdrawing membership during the season for any reason ceases to be a Member Team from the date of withdrawal. Such a team will be required to reapply for membership in subsequent seasons.

**10**     **ARTICLE 10 – INJURY DISCLAIMER**

- 10.1     Participation in softball, like most organised team games, carries an inherent risk of injury. In submitting an application for membership of the Association, all teams (including all players on those teams) acknowledge the inherent risk of injury, and agree that the Association cannot be held responsible for any injuries suffered during any game administered by the Association, howsoever that injury occurs.
- 10.2     All teams and players are strongly advised to obtain appropriate insurance to protect them from loss in the event of injury.

**11**     **ARTICLE 11 – DISCIPLINARY COMMITTEEN.**

- 11.1     The Executive Committee shall appoint a Disciplinary Committee, comprising at least three members of the Executive Committee, or their assignees, to hear complaints of breaches of discipline on the part of teams, individual players or officials within seven (7) days of receipt by the Secretary of notification of the complaint. No Executive Committee member or their assignee shall be allowed to adjudicate any cases before the Disciplinary Committee if they are directly involved in the matter.  
*The process must be unbiased and seen to be unbiased.*
- 11.2     The Disciplinary Committee will hear evidence pertaining to the alleged breach of discipline and has the power to impose a caution, a period of probation or a suspension on a team, player or official. The decisions of the Disciplinary Committee are final.
- 11.3     The Executive Committee will set standard penalties for players ejected from games. All teams will be notified of the penalties prior to the start of the season.

**12**     **ARTICLE 12- PROTEST**

- 12.1     Any protest must be made under the playing rules adopted by the Association.
  
- 12.2     Protests must be submitted in writing, to the Secretary, within seventy-two hours of completion of the game protested. Every protest must be accompanied by a monetary fee currently set at \$25 (cheques should be made payable to the Association). The monetary fee is subject to change at the discretion of the Executive Committee.
  
- 12.3     On receipt of a protest, the Secretary will convene a Protest Committee comprised of either three or five members of the Management Committee. No member of the Protest Committee may be a representative of a Member Team that has a direct interest in the results of the protest.
  
- 12.4     The Protest Committee will review the protest, obtaining any additional information that it considers necessary in order to reach a decision. A majority vote of Protest Committee members is required to uphold a protest. The decision will be communicated to the Secretary who in turn will inform the parties involved in the protest.
  
- 12.5     If the protest is upheld, the monetary fee will be returned.

**13**     **ARTICLE 13 – PLAYING RULES**

- 13.1     Association games will be played in accordance with the rules of the World Baseball Softball Confederation (“WBSC” – formerly the International Softball Federation) as modified by local playing rules.
  
- 13.2     The Executive Committee will recommend local playing rules for ratification by the Management Committee. Local playing rules will be variations from standard WBSC rules, made with the purpose of promoting the objectives of the Association.
  
- 13.3     The Executive Committee will publish a list of local playing rules in force at the beginning of each season.

**14**     **ARTICLE 14 – AMENDMENT OF BY-LAWS**

- 14.1     Subject to the provisions of this Article, the power to amend this constitution shall be vested in the Member Teams at a general meeting.

- 14.2 Not less than two (2) weeks' notice of the general meeting and the text of any proposed amendment to the constitution shall be sent to every Member Team.
- 14.3 Any such amendment shall not take effect unless approved by not less than two-thirds in number of the Member Teams present and voting at the meeting at which the amendment is considered.

**15 ARTICLE 15 – FINANCIAL MATTERS**

15.1 *Accounts*

All approved charges shall be paid by cheque or electronic transfer.

- 15.2 All cheques written on the operating account of the Association or electronic transfers will be signed/approved by two of the President, Treasurer or other individuals as approved by the Executive Committee.

15.3 *Borrowing Powers*

The Association shall exercise borrowing and lending powers as approved by the Executive Committee subject to any Act of Parliament to the contrary.

15.4 *Indemnities to Executive Committee and Others*

Every Officer of the association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the association, from;

All costs, charges and expenses whatsoever which such Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any liability;

All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

**16     ARTICLE 16 – SIGNATURE AND CERTIFICATION OF DOCUMENTS**

16.1     Contracts, documents, or any instrument in writing requiring the signature of the Association, shall be signed by the President and/or his/her designate and/or the Treasurer or such other Officer that may be authorized from time to time by resolution of the Executive Committee. All contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

16.2 The Executive Committee shall have power from time to time to appoint Officers on behalf of the Association either to sign contracts, documents in writing generally or to sign specific contracts, documents and instruments in writing.

**17 ARTICLE 17 – NOTICE**

17.1 In these bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Officers or Player Members, as the case may be.

17.2 Date of notice will be:

17.2.i) The date on which the notice is hand-delivered;

17.2.ii) The date on which the notice is sent electronically, faxed, e-mailed or couriered; or

17.2.iii) Five (5) days after the date of mailing if provided by regular mail.

17.3 The accidental omission to give notice of a Meeting of the Executive Committee or the Management Committee, the failure of any Executive Committee member or Management Committee member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

17.4 No notice of a meeting of the Members is required if all Members waive notice, or if those absent consent to the meeting being held in their absence.

**18**     **ARTICLE 18 – DISSOLUTION**

18.1     In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to primarily, any approved organization whose objectives are in line with those of the Association and secondarily, one or more recognized charitable organisations in Bermuda.

**19**     **ARTICLE 19 – MATTERS NOT COVERED**

19.1     For the avoidance of doubt, on any matter within the objectives of the Association where the constitution is silent, the Executive Committee may act on the matter in its absolute discretion provided that such act is in the interests of the Association.

**End**