



# 2021 Extraordinary General Meeting Minutes



## BRITISH BASEBALL FEDERATION

Minutes of an Extraordinary General Meeting

27<sup>th</sup> November 2021 09:45

Holiday Inn Reading – South Basingstoke Rd, Reading RG2 0SL

Approved at the 19<sup>th</sup> November 2022 AGM

### Voting Members Present

BC Vetra

Belles Baseball

Brighton Baseball Club

Bristol Baseball Club

Essex Baseball Club

Guildford Baseball Club

Herts Baseball Club

Kent Buccaneers Baseball Club

Kent Mariners Baseball Club

Legends Baseball Club

London Mets Baseball Club

LYBL

Manchester Baseball Club

Norwich Iceni Baseball Club

Taunton Baseball Club

### Observes Present

LondonSports

### Board Officials Present

BBF Erik Gustafson, National Teams Programme Official & Interim Presiding Officer (EG)

BBF Kent Boswell, Youth Affiliated Clubs League Commissioner (KB)

BBF Earl Dix, Secretary (*Co-opted*) (ED)

BBF Chris Carter, Senior Affiliated Clubs League Commissioner (*Co-opted*) (CC)

BBF Chris Deacon, Officials Commissioner (*Co-opted*) (CD)

### Apologies for absence

Bracknell Baseball Club

Cornish Claycutters Baseball Club,

Croydon Pirates Baseball Club

Milton Keynes Baseball Club

RBI Wales

WB UK Nomads

Weston Jets Baseball Club

### Minutes Written by

Kent Boswell



<b>No.</b>	<b>Topic &amp; Decisions</b>
	<b>Meeting Commences at 10:06am</b>
<b>1</b>	<p><b>Roll Call, Non-Financial Voting Members, Observers, Associations</b></p> <p>Roll call was taken and the EGM was deemed quorate due to the percentage of Voting Members present.</p>
<b>2</b>	<p><b>Welcome</b></p> <p>EG welcomed the attendees and explained the purpose of the EGM.</p>
<b>3</b>	<p><b>Appointment of Tally Keepers</b></p> <p>Kent Boswell and Robin Banerjee were appointed as tally keepers.</p>
<b>4</b>	<b>Resolutions to Amend the BBF Constitution</b>
<b>4.1</b>	<p><b>Resolution 1</b></p> <p>Article 5.11 of the BBF Constitution (version 2 Jan 2018) in respect of the Terms of the BBF Board members currently states:</p> <p><i>Each Officer shall serve a term of four (2) years.</i></p> <p>Article 5.11 shall be modified to state the following:</p> <p><i>Each Officer shall serve a term of two (2) years.</i></p> <p>Resolution 1 <b>Passed.</b></p>
<b>4.2</b>	<p><b>Resolution 2</b></p> <p>Article 6.1 of the BBF Constitution (version 2 Jan 2018) in respect of the Terms of the BBF Board members currently states:</p> <p><i>There shall be an Annual General Meeting (AGM) held in the first quarter of each calendar year.</i></p> <p>Article 6.1 shall be modified to state the following:</p> <p><i>There shall be an Annual General Meeting (AGM) held between 1 October and 31 March of the following year, but there shall be only one AGM held during this six-month period.</i></p> <p>Briefly, a few Voting Members raised queries and comments to discuss the logistics of this proposed change.</p> <p>Resolution 2 <b>Passed.</b></p>
<b>4.3</b>	<p><b>Resolution 3</b></p> <p>Article 6.14 of the BBF Constitution (version 2 Jan 2018) in respect of the Entitlement to Vote currently states:</p> <p><i>Each Voting Member shall have one (1) vote except Affiliated Clubs that shall have an additional vote for each additional registered league team other than its first team. In</i></p>



	<p><i>determining the number of league teams belonging to an Affiliated Club only those league teams that competed in the last complete baseball season shall be counted. Thus, an Affiliated Club with two league teams receives two votes, with three league teams three votes and so on.</i></p> <p>Article 6.14 shall therefore be modified to state the following:</p> <p><i>For election of all Board Officials. or for any motions or resolutions that modify the BBF Constitution, each Voting Member shall have one (1) vote. For motions or resolutions that address modifications of competition rules, issues related to officials and/or other issues separate from election or Constitutional modifications, each Voting Member shall have one (1) vote, except for additional votes attributable to those that are an Affiliated Club, as detailed in article 6.16 below.</i></p> <p>The London Mets questioned how a club of 450 versus a club of 15 could have the same voting power. Bristol stated one system for all matters and there has to be a balance, so putting this issue and the next Resolution on the backburner to get a committee together to reform seems preferable. Brighton echoes Bristol regarding Resolution 3 but could envision Resolution 4 being a yes. A carve-out discussion ensued, and EG clarified that Resolutions 3 &amp; 4 are completely separate. The London Mets stated that the 2021 season was a positive one and this issue is complicated, that social media is a vacuum and perhaps a fresh look next year is best. Belles Baseball thanked the Board for its work but believes Resolutions 3 &amp; 4 warrant more discussion. Belles mentioned there was a voting change a few years ago, limiting the number of youth votes, yet we had no change to that, and there is no response to what we already changed. It was resolved that this issue would be more fully discussed at a subsequent time. Herts stated that it is very much a positive thing that the Board is looking at this and asks whether this issue is something that was discussed with the breakaway leagues. EG confirmed that no discussions had taken place with the breakaways prior to the drafting of the Resolutions.</p> <p>Resolution 3 <b>FAILED</b>.</p>
4.4	<p><b>Resolution 4</b></p> <p>Article 6.16 of the BBF Constitution (version 2 Jan 2018) in respect of the Entitlement to Vote currently states:</p> <p><i>If a baseball club is recognised as an Affiliated Club it shall have one (1) vote each (youth and/or both senior) for each team, fully paid and registered to the BBF</i></p> <p>Article 6.16 shall therefore be modified to state the following:</p> <p><i>Affiliated Clubs that have an additional registered league team other than its first team shall have an additional vote for each additional registered league team other than its first team. In determining the number of league teams belonging to an Affiliated Club, only those league teams that competed in the last complete baseball season shall be counted. Thus, an Affiliated Club with two league teams receives two votes, with three league teams three votes and so on.</i></p> <p><i>If a baseball club is recognised as an Affiliated Club, it shall have a total number of votes defined as follows:</i></p> <p><i>Men's Adult league team: one vote for a maximum of one team that competed in the previous regular season in a BBF league division (one vote for A-level team, one vote for AA-level team, one vote for AAA-level team and/or one vote for a NBL team).</i></p>



	<p><i>Women’s Adult league team: one vote for a maximum of one team that competed in the previous regular season of the BBF-affiliated Women’s Baseball United Kingdom (WB-UK) league division.</i></p> <p><i>Youth league team: one vote for a maximum of one youth team that registered with the BBF to play during the previous regular season, and one additional vote for a maximum of one team that competed in each of the U11 (one vote), U13 (one vote), U15 (one vote) and/or U18 (one vote) age divisions at the previous BBF Youth National Baseball Championship (or any other age divisions as defined during the relative season).</i></p> <p><i>If a baseball club is recognised as an Affiliated Club but had no team compete in the BBF-sponsored adult (men’s and women’s) and/or youth leagues in the last complete baseball season (for whatever reason including having played non-league games or a baseball format outside the league structure), such an Affiliated Club shall have one (1) vote only irrespective of the number of non-league teams that belong to the Affiliated Club.</i></p> <p>Manchester sets forth that this Resolution could prevent those in the North and the Independent Leagues from getting the benefits of joining the BBF. EG states that Manchester has raised a very good point and clarifies that the Board’s intention here is to simply say to the membership that we are thinking about critical issues (namely, to modify the Constitution to get more people to play and capture the spirit of the past while also trying to put our best foot forward for the future). Belles Baseball states that if the Belles grow to 2 teams, and there is only 1 league they can be in, this does not make sense. London Mets state that it is great the focus is on encouraging more teams to join, as most newbies are at A level and having 2 As de-incentivizes. Herts states it had 3 A in one league, and sees an issue there, echoing what was said in Resolution 3 discussion earlier –this is not quite right and needs tweaking. Herts further states that regarding youth, “relative” appears and should be “relevant”, and additionally, regarding the YNBCs votes - what if teams had to mash together to get a team into the tournament Brighton acknowledges this is not a general discussion but requires 2 clarifications – (a) adult voting numbers would be relevant to adult competition – that is not in the language and should be corrected in the future; and, (b) last “complete baseball season” – in the Covid context this was ambiguous. EG states we may need to define this phrase going forward. Herts echoes that the language is not clear. Bristol request that when the Board reports on this meeting, it is very important that it be captured this is a thorny issue and there should be a committee set up to debate this issue properly.</p> <p>Resolution 4 <b>FAILED</b>.</p>
<p>4.5</p>	<p><b>Resolution 5</b></p> <p>Article 9.6 of the BBF Constitution (version 2 Jan 2018) in respect of the Bank Accounts currently states:</p> <p><i>Bank Accounts shall be held with UK banks and only in the name of “British Baseball Federation”. The President, Treasurer and Secretary shall be the only three (3) authorised signatories on Bank Accounts. Bank Account transactions shall require at least two (2) of the three (3) signatories’ approval (for example drawing cheques), other than the opening and/or closing of Bank Accounts that shall require all three (3) signatories’ approval.</i></p> <p>Article 9.6 shall therefore be modified to state the following:</p> <p><i>Bank Accounts shall be held with UK banks and only in the name of “British Baseball Federation”, or in any other name that shall be subject to a specific resolution approved by the Board. Other than the Treasurer, any BBF Official may be an authorised</i></p>



	<p><i>signatory on Bank Accounts, and such authorisation of an Official shall be subject to a specific resolution approved by the Board. Bank Account transactions shall require the approval of at least two signatories (for example drawing cheques), other than the opening and/or closing of Bank Accounts, which shall be subject to a specific resolution approved by the Board.</i></p> <p>Brighton asks that in the event of any Specific Resolution, the membership be allowed to see this. It was stated that Minutes should be registered on the website on a quarterly basis, at minimum. Belles Baseball states that if we are voting people onto the Board, and those people are entrusted with the money, are there any checks on those people on the Board re financials. EG confirms the series of AML-KYC checks conducted by the Bank.</p> <p>Resolution 5 <b>Passed.</b></p>
<p>4.6</p>	<p><b>Resolution 6</b></p> <p>Article 9.7 of the BBF Constitution (version 2 Jan 2018) in respect of the Bank Accounts currently states:</p> <p><i>Bank Accounts shall not have an overdraft facility without the prior approval of the Board (for an approved overdraft limit up to and including £1,000 per Bank Account) or prior approval by the Voting Members at a General Meeting (for an approved overdraft limit above £1,000 per Bank Account) and such to be reapproved each year at an AGM.</i></p> <p>Article 9.7 shall therefore be modified to state the following:</p> <p><i>Bank Accounts shall be permitted to have an overdraft facility for an approved overdraft limit up to and including £1,000 per Bank Account. Should there be a need for an overdraft limit above £1,000 per Bank Account, this increased limit shall be subject to a specific resolution approved by the Board.</i></p> <p>Bristol asks about the number of bank accounts. EG replied there are 6 at Metro Bank. Chris Deacon ((CD) prior to EGM, a Co-Opted BBF Board Member for 2021) asserts Bristol's point may be overarching. Kent Mariners asks whether the BBF wants a facility to have a loan to have some debt. It was clarified that there is £1,000 overdraft per account. Bristol states it is unclear with the fact that the overdraft could be well over £6,000 if this Resolution passes. Kent Mariners asks why the BBF needs an overdraft since the BBF fees are already set and if the BBF needs money, it should be debating what raise is needed – otherwise the BBF must create debt. Manchester raised a couple of contextual points: (i) any overdraft by the Board must also be approved by Bank, so there is a bit extra control, whether that is enough for the individual Voting Members or not, that is up to each Voting Member; and, (ii) giving control of this to membership is theoretically a good idea but practically it is not, as getting us together can be very difficult.</p> <p>CD states he understands the concern, and that we will get to a healthier discussion in the accounts portion of the AGM. There are a number of different things in the Constitution we are not doing. If you decided not to vote for this, it is important to note that if we could get it running you, should see a quarterly report going forward, which would be a check and balance. The Board wants good communications and governance in place - transparency in Nth degree. Belles Baseball points out the membership votes in the Board and thinks the additional transparency is good. Herts states it is mindful of time limits, but asks if the BBF goes into heavy debt, who is the liability falling on? Member clubs, or someone else? CD replies that Herts has hit nail on head – this is actually a governance problem and our current status as an unincorporated association.</p>



	Resolution 6 <b>Passed.</b>
4.7	<p><b>Resolution 7</b></p> <p>Article 9.8 of the BBF Constitution (version 2 Jan 2018) in respect of the Bank Accounts currently states:</p> <p><i>Bank Accounts shall not be overdrawn without the prior approval of all three (3) signatories, other than overdrafts above £1,000 per Bank Account that shall require prior approval of the Board. No Bank Account shall be overdrawn beyond its overdraft limit at any time.</i></p> <p>Article 9.8 shall therefore be modified to state the following.</p> <p><i>Bank Accounts shall not be overdrawn unless a specific resolution is approved by the Board to this effect. No Bank Account shall be overdrawn beyond its overdraft limit at any time.</i></p> <p>Resolution 7 <b>Passed.</b></p>
4.8	<p><b>Resolution 8</b></p> <p>Article 9.9 of the BBF Constitution (version 2 Jan 2018) in respect of the Bank Accounts currently states:</p> <p><i>Monthly bank statements (or at a lesser frequency as issued by a bank for any Bank Account) for each Bank Account shall be issued separately to the three (3) signatories.</i></p> <p>Article 9.9 shall therefore be modified to state the following:</p> <p><i>Monthly bank statements (or at a lesser frequency as issued by a bank for any Bank Account) for each Bank Account shall be issued to Officials upon request.</i></p> <p>Resolution 8 <b>Passed.</b></p>
	<b>Meeting Adjourned by EG at 11.03am</b>