

# **BERMUDA ATHLETIC ASSOCIATION**

## **CONSTITUTION**

### **ARTICLE 1            NAME**

This organisation shall be called “THE BERMUDA ATHLETIC ASSOCIATION”. Hereinafter referred to as the “Association”.

### **ARTICLE 2            OBJECTS**

The objects of the Association shall be:-

- (a) To promote and encourage amateur sports and social activities for the Members of the Association.
- (b) To promote sports competition with other Clubs and individuals in Bermuda.
- (c) To secure affiliation to and recognition by Governing Bodies of various sports.
- (d) To use the facilities to maintain the running of the Association.

### **ARTICLE 3            COLOURS etc**

- 1/ The Association colours shall be GREEN and WHITE
- 2/ The athletic badge of the Association shall be a green shield with a narrow white border, with the letters BAA superimposed on it.

### **ARTICLE 4            MEMBERSHIP**

1/ Membership shall be limited to the following classes:

- i/ Life Members (vested)
- ii/ Honorary Life Members (vested at the discretion of the General Membership)
- iii/ Vested Senior Members
- iv/ Senior Members (not vested)
- v/ Honorary Senior Members (not vested)
- vi/ Junior Members (not vested)
- vii/ Senior Temporary members (not vested)
- viii/ Family Members (vested/not vested)
- ix/ Senior Citizen Members (vested/non-vested)

## 2/ VESTED MEMBERSHIP

- i/ Only vested members shall have equity in the Association.
- ii/ Only vested members shall vote on any matter concerned with the disposition of Association property. The quorum for such a vote shall be 50% of all vested members. If the quorum is not reached at such a meeting, the members shall be notified of the next such meeting (AS PER ARTICLE 3), and the quorum for that meeting shall be those who are present.
- iii/ Senior Vested Members must have been a Senior member for at least 3 (three) years.
- iv/ Senior Vested Membership shall be capped at 200 (two hundred) members. This total to include Life Members (vested), and Senior Citizens who have been members for at least three years.
- v/ Vested Membership shall be by rotation; i.e., once the cap is reached additional members shall be added to a list kept by the membership committee, and the next in line shall have the option of becoming vested as openings occur in the vested membership. Such openings will occur due to death of a member, or a vested member not maintaining his/her membership. Any vested member who fails to pay their membership in time shall be contacted by the membership committee and be informed that they have one month from the contact day (this can include postmark) to pay their membership, or it will be forfeited.

3/ Life, Honorary Life, Vested Senior, Senior, and Senior Citizen members shall have all of the privileges of the Association with the exception of Article 4: 2.

4/ Honorary Senior, Senior Temporary and Junior members shall have all of the privileges of the Association with the exception of Article 4:2, and the right to vote at any General meeting.

5/ Senior Temporary Membership shall be on a pro-rated basis, and be at the discretion of the Board of Management. on recommendation from the membership Committee.

6/ Senior Citizens have all of the privileges of the Association, with exception of Article

## **ARTICLE 5**                    **ADMISSION OF MEMBERS**

1. Membership in the Association may be granted at the discretion of the Board of Management. Every candidate for membership shall be proposed and seconded by Senior Members of the Association one of whom shall be a Member of the Board of Management, on such form as the Board of Management may from time to time approve which shall be accompanied by the appropriate dues and placed before the Membership Committee for action.

2. On receipt of any application for membership, the Membership Committee shall cause the name of the person requesting to become a member to be posed on an appropriate notice board on the Club premises for a period of at least one month during which time any member (in good standing) of the Association may communicate their objections, in writing, to the chairman of the membership committee. Thereafter the application must be considered by the Board of Management at their regular monthly meeting for a decision.
3. No member shall be entitled to the privileges of the Association until his or her subscription has been fully paid up or renewed as provided for in the Bye-laws in force for the time being.
4. All memberships shall be deemed senior for those who are over 18 (eighteen) years of age. anyone who wishes to join and is under 18 shall be a junior member.
5. Senior citizen category shall be for any member who is 65 (sixty-five) or older.
6. On the unanimous recommendation of the Board of Management, Honorary Life membership for services rendered to the Association may be conferred on a member by a majority vote of the members present at a General Meeting.
7. Family Membership - When there is at least one Senior Member in a family, all other dependant members of the same family, up to the age of eighteen (18) years may be accepted as members on payment of half the appropriate annual dues for that case.

## **ARTICLE 6**                    **GENERAL MEETINGS**

1. The Annual General Meeting shall be held prior to the end of December each year.
2. The President shall call a Special General Meeting of the Association at the request of at least 1/3<sup>rd</sup> (one-third) of the Senior membership, or on the recommendation of the Board of Management. He/She shall call a meeting about the disposition of the Association property at the request of at least 1/3<sup>rd</sup> of the vested membership, or on the recommendation of the Board of Management.

3. Notice of all Annual or Special General meetings shall be given by at least two advertisements in a local newspaper, the first such advertisement to appear seven (7) days at least, before the day fixed for the Meeting and such notice shall state the date, time, and place of the Meeting and in the case of special business, as far as practicable the general nature of such special business PROVIDED that:-
  - (i) In any case where the Board of Management considers it advisable, it may instead of advertising, serve notice in writing containing the above particulars to each member, then in Bermuda seven (7) days previous to the date fixed for the Meeting and,
  - (ii) Such advertisement may provide that the Agenda for such Meeting be posted on a notice board of the Association.
2. Twenty (20) members shall form a quorum at all General Meetings.
3. Except by majority vote of the Board of Management, no proposition, once rejected at a General Meeting shall be considered at a subsequent General Meeting within twelve (12) months from the date of such rejection.
4. At any general meeting of the Association, all matters for consideration shall be approved or rejected by a majority of persons present and voting thereat except or provided in Article 7 (7).
5. If a meeting fails to meet the stated quorum, the quorum at following meeting shall be whoever is in attendance.

## **ARTICLE 7**                      **BOARD OF TRUSTEES**

There shall be elected as hereinafter appears a Board of Trustees consisting of five people who shall be responsible for the continuity of purpose and supervision of the Association to the extent set out in this article.

1. Any person who has at any time served as an Officer of the Association for a period of at least one year or as a member of the Board of Management for a minimum period of five years, which need not be consecutive, shall be eligible for election as Trustee of the Association. No more than one Trustee of the Association may at the same time serve as a Member of the Board of Management.

2. One Trustee shall be elected each year and shall serve for a period of five years although any Trustee who completes the term of his appointment shall be eligible for re-election except that at the first election of the Board of Trustees all five members shall be elected at the same time to serve for a period of one to five years as designated at the time of election.
3. If a casual vacancy occurs in the Board of Trustees by virtue of the death or resignation of a Trustee, a new member shall be elected to serve as a Trustee for the unexpired term of the Trustee who dies or resigns.
4. Election to the Board of Trustees shall be by simple majority of all members of the Board of Management and failing any such election the matter shall be referred to a General Meeting of the Association for Election.
5. The Board of Trustees shall elect from their own number a Chairman and Secretary who shall have such duties as may be delegated to them by the Board of Trustees. The Board of Trustees shall meet at such time and for such purpose as they may decide. All questions for consideration by the Board of Trustees shall be decided by a majority of those present.
6. The Board of Trustees shall:-
  - (i) act as advisors to the Board of Management; and
  - (ii) have the power to over-rule decisions of the Board of Management or a General Meeting of the Association on any matters referred to in:-
    - (a) Article 1 hereof concerning any change in the name of the Association.
    - (b) Article 2 hereof concerning any change of the objects of the Association.
    - (c) Article 6 hereof covering membership admissions.
    - (d) Article 11 hereof concerning the disposition of the real property of the Association.
    - (e) Article 12 hereof concerning any alteration to these Articles.
    - (f) Bye-law 7 hereof concerning any alteration of the Bye-laws of the Association.
    - (g) Any expenditure for any purpose which may reasonably be expected to exceed the sum of Bermuda \$5,000.00.

Any minutes of meetings of either the Board of Management or a General Meeting of the Association at which a decision concerning the above matters is passed shall be sent by Registered Mail to the Secretary of the Board of Trustees within seven days of such meetings.

7. The above mentioned powers of over-ruling any decision shall be subject to the following restrictions:-
  - (i) Any decision to exercise the power to over-rule shall be communicated to the Board of Management within thirty days of receipt of a copy of the above mentioned minutes. In the event no objection of the Trustees is received within the time specified above, then any such decision shall be deemed to be approved by the Board of Trustees.
  - (ii) Any matter rejected by the Board of Trustees shall in any event be submitted to a General Meeting of the Association not sooner than sixty days from the date of the original decision.
  - (iii) At any General Meeting called for the above purpose of the objection of the Board of Trustees may be nullified by a resolution of two thirds of the Members of the Association present at such meeting in which event the original decision must be re-submitted to the Board of Trustees for consideration.

## **ARTICLE 8**                      **BOARD OF MANAGEMENT**

The Association shall be managed by a Board of Management elected at the Annual General Meeting from amongst Senior Members of at least (2) years standing in the Association and shall consist of a President, Vice President, Secretary and a Treasurer, the Immediate Past President, so long as he is willing to serve and between five to ten other persons inclusive. No professional members of the Association should be eligible for election to Officers.

## **ARTICLE 9**                      **ELECTION OF BOARD OF MANAGEMENT**

The Officers and other members of the Board of Management shall be elected by majority vote of the members present and entitled to vote at the Annual General Meeting.

## **ARTICLE 10**

## **DUTIES OF THE BOARD OF MANAGEMENT**

### 1. **PRESIDENT**

It shall be the duty of the President to preside at all General Meetings of the Association and meetings of the Board of Management to decide all question or order and to announce the results of voting and to see that the Rules are strictly enforced. The President shall neither move nor second any proposal nor amendment thereto, nor shall the President vote unless the Association or the Board of Management shall be equally divided on an issue, when the President shall give the casting vote. The President shall take no part in any debate while in the Chair, except in the case on rule of order, and the President shall see that other Officers perform their respective duties. The President shall be ex-officer member of all Committee. The President may confer the Chair on any other Officer.

### 2. **VICE PRESIDENT**

The Vice President shall assist the President in the discharge of duties and in absence officiate in the President's stead.

### 3. **SECRETARY**

It shall be the duty of the Secretary to keep true annotated record of the decisions reached at Board Meetings of the Board of Management and to read the Minutes of same at the next meeting.

The Secretary shall conduct the correspondence of the Association and issue to members' notice of all meetings. At the Annual General Meeting, the Secretary shall present a report of the year's work.

The Secretary shall keep records of the results of all competitions run, sponsored or held under the auspices of the Association and a separate record of the best performances in each individual event.

Chair-person of all Committees shall conduct correspondence of the Committee, but shall not write letters on behalf of the Association.

4. TREASURER

It shall be the duty of the Treasurer to oversee all funds of the Association and to give an official receipt for all monies received for the account of the Association. All such money received shall be deposited in the name of the Association in some bank authorized by the Board of Management. The Treasurer shall pay by cheque, signed by any two Officers, all bills contracted by the Association. No section shall have a separate account without the permission of the Board of Management and a monthly statement of any such account must be presented to the Treasurer.

5. BOARD OF MANAGEMENT

The Board of Management shall, subject to the provisions of Article 8, have charge of all property of the Association, and shall transact all business of the Association with the exception of making changes in/or additions to the Constitution and Bye-laws.

At the Annual General Meeting, the Board shall report through the Treasurer on the condition of the finances of the Association. It shall have the power to confer Honorary Membership with the freedom and privileges of the Association on visiting members of recognized overseas Clubs during their stay in Bermuda, and may delegate such powers or part thereof to the Executive Committee should it deem fit. It shall appoint an auditor for the current year or, until such time as a successor is appointed. It shall have the power to appoint an Assistant Treasurer to operate any special account which the Board of Management may consider necessary. The Assistant Treasurer shall act as Treasurer of the Association in all matters relating to any such special account which the Assistant Treasurer is authorized to operate. All cheques paid from any such special account shall be signed by any two Officers of the Association. The Assistant Treasurer shall prepare such statements of account as may be required by the Treasurer of the Association or by the Board of Management in connection with such special account.

6. MEETINGS OF THE BOARD

Regular meetings of the Board shall be held at least once during each and every month.

The President may call a special meeting of the Board at any time and shall do so at the request of not less than three (3) members of the Board.

Half of the members of the Board shall form a quorum at any meeting of the Board.

Forty-eight (48) hours notice of all meetings shall be given to all its members, unless such meeting is urgently required, when the President may summon such special meeting at shorter notice if all members then in the Colony are notified and three-quarters of their number are agreeable.

In the case of misconduct, neglect of duty or absence from three (3) consecutive meetings, a member of the Board shall be liable to forfeit their seat on the Board and the Board of Management may appoint another member in their place.

## 2. STANDING COMMITTEES

At the beginning of each Association year, the Board of Management shall appoint the following:-

- (a) An Executive Committee consisting of the President who shall be chair-person, the Vice President, the Secretary and Treasurer and one other member of the Board of Management appointed at the first board meeting.
- (b) A Finance Committee consisting of two members of the Board of Management and the Treasurer.
- (c) A House and Grounds Committee consisting of the chair-person and two other members.
- (d) A Membership Committee consisting of an officer of the Association and at least two other members.
- (e) Sports Committees for whatever sports the club is involved in.

The Board of Management shall appoint such other committees as it shall deem necessary for the satisfactory conduct of the business of the Association. Chair-persons of such Committees shall be members of the Board of Management.

## ARTICLE 11            DISPOSITION OF PROPERTY

Subject to the provisions of Article 7, no real estate holdings belonging to the Association that are unencumbered by debt, mortgage or lien shall be sold, mortgaged, assigned, encumbered or used as security for a loan in any way whatever unless specific proposal hereof shall have been approved by the Board of Management and placed before a General Meeting of Vested members of the Association of which not less than 7 days notice is made giving details to all such members. Any vote taken demands a 2/3rds majority at such meetings.

## ARTICLE 12            ALTERATION

Subject to the provisions of Article 7, no alterations or additions to this Constitution shall be made except by majority of the members present at a General Meeting and unless specific notice of the intended alterations or additions shall have been given at least one week previous to the date fixed for the meeting.

# **BERMUDA ATHLETIC ASSOCIATION**

## **BYE-LAWS**

### **NO 1 – FISCAL YEAR, DUES AND ENTRANCE FEES**

- (a) The fiscal year of the Association shall commence on the first day of September in each year and conclude on the 31<sup>st</sup> day of August in the following year and dues in respect thereof shall be payable as follows:-

Senior Members	BD \$125.00
Junior	BD \$ 50.00
Life Members	BD\$1,500.00
	<i>(once at any time, provided a person has been a member for ten (10) successive years)</i>
Temporary committee	pro-rated at the decision of the Executive committee
Senior Citizen	50% of appropriate dues
Family	When there is at least one Senior Member in a family, all other dependant members of the same family, up to the age of eighteen (18) years may be accepted as members on payment of half the appropriate annual dues for that case.

Dues shall be payable yearly, in advance, on or before the first day of October. Dues payable on any application for membership accepted after 30<sup>th</sup> June in each year shall be applicable until 31<sup>st</sup> August in the following year.

Life membership should only be considered by a person and approved by the Board of Management if that person has been a Senior Member of BAA for a period of ten (10) or more years.

Any member whose dues are more than one month in arrears shall be liable to pay the initiation fee again.

### **NO 2 – SUSPENSION and EXPULSION OF MEMBERS**

The Board of Management shall have the power to suspend any member whose dues for the current year have not been paid

Any member may be suspended or expelled by the Board of Management for an infringement of any Article of the Constitution, Bye-laws or Rule in force for the time being or for any conduct considered detrimental to the interest of the Association.

Members expelled for a second time shall not be eligible for re-election as members in any category.

### **NO 3 – BOARD OF MANAGEMENT**

The Board of Management shall make such rules as it may deem fit for the proper conduct of the Association, provided such Rules do not conflict with any Article of the Constitution or Bye-law then in force, such Rules to be posed in a conspicuous place in the Club rooms for the information of members.

### **NO 4 – USE OF CLUBROOMS, GROUNDS, ETC**

- (1) The Club rooms and grounds shall be open for the use of Members each day during such hours as the Board of Management shall determine.
- (2) The Board of Management shall have the power to hire the grounds and/or Club rooms to outside organizations at such fees as it deems appropriate.
- (3) All members shall have the privilege of any guests on the premises, with power in the Board of Management to refuse this privilege to any person.
- (4) The consumption of alcoholic beverages on all premises owned or operated by the Association is prohibited except at a properly licensed bar situated in such place as may be determined by the Board of Management and at such other specific places and on such specific occasions as may from time to time be sanctioned by the Board of Management.

### **NO 5 – ORDER OF BUSINESS AT MEETINGS**

#### **(a) ANNUAL GENERAL MEETING**

- (1) The Secretary shall present the Minutes of the last AGM.
- (2) Business arising out of those Minutes.
- (3) The Secretary shall read their Report.
- (4) The Treasurer shall present their Report and present the financial statements.
- (5) Election of Officers and Board of Management.
- (6) Election of Trustee if required.
- (7) Appointment of an auditor.

(b) SPECIAL GENERAL MEETINGS

- (1) The President shall state the object of the Meeting.
- (2) Special business shall be put before the Meeting for discussion and action.
- (3) Such other business as the President shall direct.

(c) BOARD OF MANAGEMENT MEETINGS

- (1) The Secretary shall present the minutes of the last Board Meeting.
- (2) Business arising out of those Minutes.
- (3) Reports of all Committees.
- (4) The Treasurer shall give a statement account.
- (5) The Secretary shall read communications.
- (6) Other business including applications for membership.

**NO 6 – DUTIES OF COMMITTEES**

1. EXECUTIVE COMMITTEE

The Executive Committee shall deal with all matters of an administrative nature or business nature that may be referred to it by the President.

It shall have the power to summon chair-person and/or members of all Committees to attend its meeting in an advisory capacity and shall hire all help as directed by the Board of Management. It shall have full and complete jurisdiction over all such hired help.

2. FINANCE COMMITTEE

The Finance Committee shall not later than the regular Board Meeting in January present an estimate of receipts and expenditure for the current Association year. It shall have access to all Association financial records.

3. HOUSE AND GROUNDS COMMITTEE

The House and Grounds Committee shall be responsible to the Board of Management for the proper maintenance of the real estate of or belonging to the Association except such real estate whose care has been delegated to another Committee.

It shall meet at least once in each quarter and shall draft Rules for the use of such real estate by the members and present same to the Board of Management for ratification.

3. MEMBERSHIP COMMITTEE

The Membership Committee shall receive applications for membership in all classes and shall make recommendation thereon to the Board of Management. All applications shall then be submitted to the Board of Management for consideration. The Committee shall meet whenever required to do so by the chair-person. A representative to be elected at the first Board of Management meeting to present membership applications.

4. SPORTS COMMITTEES

The Board of Management will appoint one person from its body to chair a committee for each sport for which the club has participation in. That chairman must form his/her own committee, and is to report at each Board meeting as to the status of that sport in the club. They may choose their committee from outside the Board.

5. SPECIAL COMMITTEES

On appointment by the Board of Management, all Special Committees shall be given authority to act for and on behalf of the Board of Management and it shall be such Special Committee's prerogative to have its actions confirmed by the Board of Management should it feel that such is necessary. This shall apply to all Special Committees unless they are specifically instructed to the contrary.

6. REPORTS OF COMMITTEES

- (a) All Standing Committees and Special Committees shall report at each monthly Board of Management meeting.
- (b) Chair-person of all athletic committees shall provide the Secretary with true record of competitions, meets and events for which they are responsible.

7. COMMITTEES GOVERNING TEAM GAMES

- (a) Composition see 6 : 5
- (b) It shall be unlawful for any *committee, coach and/or manager* of an Association team to permit a non-financial member to take part in any sport or game for or on behalf of the Association.

8. COMPOSITION OF COMMITTEES

No Intermediate or Junior Member shall serve on any Standing or Special Committee of the Board of Management, but it will be permissible for any such committee to appoint Intermediate Members on its sub-committees.

9. MEETINGS OF THE COMMITTEES

All Standing and Special Committees shall meet at least once in each quarter unless specific instructions are contained in the Bye-laws covering them and in the case of Special Committees they shall report to the completion of their particular task immediately to the Board of Management in order to obtain their discharge.

10. RULES OF COMMITTEE

Rules formulated by all committees and ratified by the Board of Management shall govern each sport or game run, sponsored by or held under the auspices of the Association. All such Rules shall be posted in a conspicuous place for the information of members; copies of all such Rules shall also be posted in the Club rooms.

**NO 7 – ALTERATIONS**

Subject to the provisions of Article 7 of the Constitution, no alteration of these Bye-laws shall be made except by a majority vote of the members present at a General Meeting and unless specific notice of the proposed alteration or addition shall have been given at least one week previous to the date fixed for such meeting.

We, Jonathan Beard, President, and Lee John Harrison, Vice President, of the Bermuda Athletic Association, do hereby certify that the above is a true and correct copy of the Constitution and Bye-laws of the Association.

Jonathan Beard  
President  
Bermuda Athletic Association

Lee John Harrison  
Vice President  
Bermuda Athletic Association

September 2003

