



FASTPITCH IRELAND

Bye-Laws



1. Name

The name of the Organisation responsible for the administration and governing of the Discipline of Fastpitch Softball in Ireland is Fastpitch Ireland (FPI)

2. Definitions

2.1. For the purpose of these Bye-Laws the following terms have the meanings below assigned to them:

FPI means Fastpitch Ireland recognised by Baseball Softball Ireland and Softball Ireland as the exclusive authority of the game and National Representative Teams of Fastpitch Softball in all Forms on the Island of Ireland.

Bye-Laws means the Bye-Laws for the time being adopted by Fastpitch Ireland.

Executive Committee means the committee appointed as provided in the Bye-Laws and who comprise of the committee that has the ultimate and legislative authority in respect of the affairs of FPI.

Game means Fastpitch Softball in accordance with the WBSC Rules.

Officers mean the Director of Fastpitch (the "Director"), the Secretary and the Player Representative. The Officers shall be automatically Board Members and have the right to attend General Meetings and all other meetings of FPI.

General Meeting means a meeting of all of the Members of FPI in accordance with the Bye-Laws in the case of General Meetings) or in the case of Extraordinary General Meetings.

Quorum means the minimum number of entitled Teams who must be present for a General Meeting to transact business or take a vote.

International Tournament means any tournament played between National Representative Teams or Player, Club Teams nominated by FPI to Softball Ireland & Baseball Softball Ireland.

Member means the Player or Team referred to in the Bye-Laws.

National Representative Team means a team selected by FPI to represent Ireland.

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

Regulations means the Regulations Relating to the Game in force from time to time.

Team/Franchise ("Teams") means a body, or organisation affiliated and recognised directly or indirectly with FPI. Franchises may only be formed with the express permission of the Fastpitch Ireland Board and meeting of certain criteria.

Founding Team/Franchise ("Founding Team") means any of the three teams (Team A, Team B and Team C) who founded the FPI League.



3. Objectives

- 3.1. To administer the Game as its governing body within the Jurisdiction of FPI.
- 3.2. To promote, foster, develop, protect and extend the Game within the Jurisdiction of FPI.
- 3.3. Framing and interpreting the Bye-Laws, Regulations and Rules of the Game.
- 3.4. To assist Players and Teams of FPI in the promotion and development of the Game where practical.
- 3.5. Deciding and/or settling all matters or disputes relating to or arising out of the Playing of the Game or any dispute between two or more Players or Teams.
- 3.6. To manage an effective High Performance Programme to include but not limited to the organisation, training and management the National Representative Teams of FPI.
- 3.7. To administer and manage the Fastpitch Ireland League.
- 3.8. Liaise with relevant Irish and Government Sporting Bodies.
- 3.9. Development of appropriate commercial, sponsorship and other revenue streams to support the objectives of FPI.
- 3.10. Not to do anything which is likely to bully, intimidate, offend, insult or humiliate any person on the grounds or their religion race, gender, colour, sexual orientation or ethnic origin.

4. Powers of Fastpitch Ireland

- 4.1. Fastpitch Ireland is recognised by Baseball Softball Ireland and Softball Ireland as the exclusive, ultimate and supreme legislative authority in respect of the Game and National Representative Teams on the Island of Ireland.
- 4.2. The General Meeting has the ultimate and supreme legislative authority in respect of the affairs of FPI which it shall exercise in accordance with these Bye-Laws. The Board is responsible for formulating and overseeing implementation of FPI's strategic plan and application of policy decisions in accordance with the provisions of these Bye-Laws. In the event of any inconsistency these Bye-Laws shall prevail.
- 4.3. Funds, securities and other property belonging to or at the disposal of the Board may be invested in any property or class of security or securities without any restrictions whatsoever and shall be made in the names of any nominee company as may be from time to time be decided by the Board. The nominees or nominee company (as the case may be) shall have the custody of all securities and documents of title relating to the investment but such investments nevertheless remain at the disposal of FPI acting by the Board.
- 4.4. FPI acting by the Board may enter into whatever business or contractual arrangements it deems necessary, proper and prudent within its resources to carry out its duties.

5. Membership

- 5.1. Membership of FPI shall consist of the Players and Teams who are members of FPI pursuant to these Bye-Laws.
- 5.2. Any Player or Team conforming to these Bye-Laws may apply to become a Member of FPI.
- 5.3. The Board shall consider applications for Membership of FPI and has the authority to admit a Player or Team to Membership of SI. It shall be a condition of obtaining membership of FPI that the Player or Team meet the applicable membership criteria set out in the FPI Regulations approved by the Board from time to time.



- 5.4. Membership fees for FPI are set by the Board and are payable annually to FPI in accordance with the Schedule set out in the FPI Regulations
- 5.5. A Player or Team whose subscription to FPI is unpaid within 30 Days of the Schedule date as set out in the Regulations in any year shall receive notice from FPI that in event of its subscriptions remaining unpaid thirty (30) calendar days after the date of such notice the name of the Player or Team will be struck off the list of Player and Teams; and a Player or Team whose name has been struck off shall not be eligible for membership of FPI until all moneys due by it to FPI shall have been paid.
- 5.6. Without limiting the effect of the FPI Regulations in relation to the full suspension and/or expulsion of a Player or Team in the event of a breach of the Bye-Laws and/or Regulations, Teams that do not meet membership criteria and/or other conditions governing their membership of FPI may have their membership provisionally suspended by the Officers pending a meeting of the Executive Committee for any reason that the Officers determine is appropriate. Only the Executive Committee shall be entitled to fully suspend and/or expel a Player or Team from membership of FPI.

6. General Meeting

- 6.1. A General Assembly of FPI shall be held biennially (even years) at a venue determined, including through the use of virtual meeting technology, by the Executive Committee and by no later than the 31st Day of December on an even calendar year for the transaction of the following business:
 - a) to consider and approve the minutes of the previous General Meeting;
 - b) to receive and consider a report from the President;
 - c) FPI Competitions Results
 - d) The Financial Report
 - e) The list of candidates nominated for election to be held at the General Meeting (notwithstanding the foregoing, in order for the election to take place this list shall be circulated no later than ten (10) calendar days in advance of the General Meeting
- 6.2. Notice of the General Meeting date shall be published on the FPI Website to the entitled attendees plus the Executive Committee in writing no less than three (3) months prior to the meeting. Supporting papers for any decision to be made, as well as at least the following papers (either electronically or in hard copy) shall also be published on the FPI Webpage to Players and Teams in advance of the General Meeting as far as practically possible but not later than ten (10) calendar days in advance.
- 6.3. Voting Process
 - a) At any General Meeting any voting shall be decided by show of hands (save where a secret ballot is requested pursuant to (b) below) by a simple majority of the Members present and entitled to vote. The quorum required in order to proceed with a vote is 50% of fully paid up Teams¹ present and entitled to vote at the General Meeting
 - b) The Chairman shall arrange a vote by secret ballot, under the scrutiner's supervision, for Election of Officers, Election of Board Executives and any case he may deem necessary, or where requested by the majority of the Representatives present and entitled to vote at the General Meeting
 - c) Voting by proxy is permitted
 - d) At any General Meeting any vote will be decided by a simple majority of votes cast and in the case of an equality of votes the Chairman of the Meeting shall have a casting vote

¹ Subject to Transitional Arrangements as set out in Bye-Law 14



6.4. Right to Vote at the General Meeting²

- a) Each fully paid up Founding Team in accordance with Bye-Law 5 shall have three (3) votes
- b) Each fully paid up Team in accordance with Bye-Law 5 shall have one (1) vote
- c) The Senior Women's National Representative Team shall have one (1) vote
- d) Each Team shall designate a Representative to attend the General Meeting. The Team shall advise the General Secretary in writing in advance of the General Meeting or otherwise promptly upon request of the identity of the Representative(s) who shall be entitled to vote on behalf of the Team. A Representative shall only be entitled to attend and vote on behalf of One (1) Team at any General Meeting. The Representative does not have to be a member of the Team they are a casting a vote for.
- e) Unless designated as Representative(s) of a Team at a meeting, the Officers of SI shall not have a vote. The President shall have a casting vote only in the event of repeated tied vote.
- f) Members of the Executive may only vote if they are the designated Representative(s) of a Team as set out in Article 6.4(d)

6.5. Right to Attend the General Meeting

- a) Each fully paid up Player in Good Standing of FPI may attend and speak, subject to the standing orders, at the General Meeting. Any Player or Team which is suspended or under disciplinary proceedings may only attend as an observer with the express permission of the Executive Committee.
- b) Unless designated as Representative of a Team at a meeting, the Player shall not have a vote.
- c) Baseball Softball Ireland / Softball Ireland Board or its designate may attend and speak subject to standing orders at the General Meeting

6.6. Quorum at a General Meeting

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

6.7. Decisions of the General Meeting

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

6.8. Minutes of the General Meeting

- a) A record of the meeting shall be kept by the Secretary who shall make available a copy of the minutes within six weeks of the completion of the General Meeting to all Players and Teams.
- b) The minutes of the General Meeting shall be signed by the Director of Fastpitch and Secretary at the next meeting.

7. Extraordinary General Meeting

7.1. An Extraordinary General Meeting of FPI may be called for any purpose, when

7.2. so directed by 75% of all fully paid up Teams entitled to attend and vote at a General Meeting or

7.3. by the written request of 75% all fully paid up Teams entitled to attend and vote at a General Meeting

² Subject to Transitional Arrangements as set out in Bye-Law 14



7.4. If so directed by the Executive Committee

7.5. Notice of the purpose for which the Extraordinary General Meeting is being convened shall be notified to all Players and Teams at least six (6) weeks prior to the date fixed for the Extraordinary General Meeting unless 75% of the Representatives present and entitled to vote at a General Meeting, in the case of extreme emergency, agree that a shorter period of notice may be given.

7.6. The short notice provisions relating to the calling of an Extraordinary General Meeting may not be used in the case of an Extraordinary General Meeting being called for the purpose of considering amendment to these Articles. In such case six (6) weeks' notice must be provided.

7.7. Supporting papers for any decision to be made shall be published on the FPI Webpage to Players and Teams in advance of the Extraordinary General Meeting as far as practically possible but not later than ten (10) calendar days in advance.

8. The Officers

8.1. The Officers of FPI shall comprise of the Director of Fastpitch together with a Secretary and Player Representative.

8.2. FPI shall elect Officers pursuant to these Bye-Laws who may serve for a term of four (4) years. The Officers shall then be eligible for re-election at the end of his term pursuant to Bye-Law. The Office of Director of Fastpitch, Secretary and Player Representative shall be elected on Olympic years of the summer Olympic Cycle.

8.3. The Officers are not required to be independent and may also represent a Team.

8.4. The voting procedure for the Officers shall be as follows³

a) All candidates for Officer positions will be nominated as follows:

(I) Nominee

(II) Position applied for

(III) Details of who proposed and seconded the nominee's nomination

b) In the event of there being that more than one candidate is proposed for an available position, the General Meeting shall vote by secret ballot.

c) To be elected a candidate must receive 50% plus one of the votes of the Representatives in attendance and entitled to vote at the General Meeting.

d) If following a secret ballot none of the candidates have achieved 50% plus one, the candidate with the lowest number of votes will be eliminated and a new ballot will be taken. If two candidates with the lowest number of votes have an equal number of votes, the General Meeting will hold a secret ballot to determine which candidate will proceed to the next round of voting.

e) The voting shall continue until a candidate receives 50% plus one or in the event of a tie the President is called to use his casting vote.

f) In the event of a repeated tied vote, the Director of Fastpitch shall have the casting vote providing (s)he is not a candidate for the position. If the Director of Fastpitch is a candidate and thus unable to use the casting vote in the event of a tied vote the General Meeting must continue voting until a new Director of Fastpitch is elected.

8.5. The Officers shall be members of all Commissions and Advisory Commissions (including any associated working parties/sub-groups) of FPI.

8.6. The Director of Fastpitch shall only have a casting vote at any General Meeting.

³ Subject to Transitional Arrangements as set out in Bye-Law 14



- 8.7. If the Director of Fastpitch shall cease in Office then the Secretary elected pursuant to the Bye-Laws, shall assume the position of Director of Fastpitch for the time being and the Members shall elect a new Director of Fastpitch at its next General Meeting.
- 8.8. If the Secretary shall cease in Office then the Director of Fastpitch shall appoint another member of the Board to become Secretary until the next General Meeting.

9. The Executive Committee

9.1. FPI shall elect an Executive Committee comprising of up to Five (5) Executives consisting of:

- a) The Officers referred to in Bye-Law
- b) Not more than two (2) other Members of the Board elected from the Teams in full membership of FPI pursuant to the Bye-Laws.

9.2. Quorum

The quorum for any meeting of the Board shall be three (3) including one officer,

9.3. Powers of the Executive Committee

- a) The Executive Committee will meet a minimum of three (3) times per calendar year;
- b) The approval of the vision, mission, goals and role of FPI;
- c) The monitoring of the implementation of the strategic plan and annual business plan, operational plan and budgets of FPI and assessment of performance against key performance indicators;
- d) The co-ordination of the work of Standing Commissions, advisory groups, working parties and trading companies and its associated entities;
- e) The consideration and approval of the minutes of previous Executive Committee Meetings;
- f) The approval of the annual business plan and budgets;
- g) To receive and approve the financial statements of FPI for the preceding financial year and propose the financial statements to the General Meeting;
- h) As and when appropriate at Executive Committee Meetings, to elect Officers and members of the Board to fill a casual vacancy until the next General Meeting;
- i) If deemed appropriate and, if so required to recommend to the General Meeting a firm of Chartered Accountants to conduct the audit for the ensuing year;
- j) To consider and approve, as appropriate, any amendment or alteration to the Regulations;
- k) To determine the date, venue and agenda for the General Meeting pursuant to Bye-Laws;
- l) To determine the organiser and location for all Tournaments;
- m) To approve Teams and Tournaments played in accordance with the Regulations of FPI;
- n) To appoint disciplinary and appeal personnel in accordance with FPI Regulations;
- o) At any meeting of the Board it shall have power to appoint to membership of FPI any Team who have met the membership Criteria;
- p) Appointment of the FPI National Team Head Coach;
- q) To take such other decisions and/or steps necessary and/or incidental to the exercise of the above powers;
- r) Appointment of Representatives to the Board of Baseball Softball Ireland and Softball Ireland if Appropriate

9.4. Elections and Terms of Office of the Executive Committee

- a) The Secretary shall contact Players and Teams in Membership of FPI pursuant to these Bye-Laws for election nominations of Board Executives prior to any General Meeting and



Player or Teams may submit in writing their nomination, which must be seconded, no later than fourteen (14) calendar days in advance of the General Meeting. At least one member of the Executive Committee must be a current National Team Player or member of the National Team Management team. The nomination shall include at least the following information:

- (I) Nominee
 - (II) Position applied for
 - (III) Details of who proposed and seconded the nominee's nomination
- b) The voting procedure for the Members of the Board other than the Officers shall be as follows:
- (i) In the event of there being that more than one candidate is proposed for an available position on the Board, the General Meeting shall vote by a secret ballot
 - (ii) The candidate(s) with the lowest number of votes shall drop out. The candidates with the highest number of votes shall be appointed
 - (iii) In the event of the candidates with the lowest number of votes being tied, this procedure will be repeated by the General Meeting, again by a secret ballot until all positions in the Board have been filled
 - (iv) In the event of a repeated tied vote, the Chairman shall have the casting vote
- c) In accordance with Article 9, the Officers shall serve on the Executive Committee for a period of four (4) years. The other Executives of the Board shall be eligible to serve on the Executive Committee for a period of Two (2) years. The Executive Committee other than the Officers shall be elected usually but not necessarily at the General Meeting and for a period of two (2) years commencing at the completion of the General Meeting at which they were elected.
- d) Subject to the foregoing the other Executives may be re-elected by the General Meeting for a further period of two (2) years. There are no term limits for members of the Executive Committee.
- e) The Executive Committee shall have power at any time and from time to time to appoint any person to be a Board Executive pursuant to the Bye-Laws to fill a casual vacancy. Any Executive Committee Member so appointed shall hold office until the following General Meeting. The person elected to fill the vacancy at the following General Meetings shall be an Executive Committee member until the term of the Board ceases pursuant to the Bye-Laws.
- f) The office of Executed Committee Member shall be vacated if a Member of the Board is for more than six (6) months absent without permission of the Board from meetings of the Board held during that period.
- g) The Officers and Members of the Board shall execute and act in compliance with the FPI Code of Conduct.
- h) An Executive Committee Member may be suspended by the Executive Committee pending the outcome of a disciplinary review for breach of the Code of Conduct or for any reason that the Executive Committee determine is appropriate.
- i) No Member of the Executive Committee shall be removed from office except by a 75% majority of votes by Representatives entitled to attend and vote at a General Meeting. The Secretary must give not less than three (3) weeks' notice to the Executive Committee concerned of the General Meeting at which a motion for removal is to be considered.



- j) FPI shall ensure that all of its Officers, Executive Members, Players and Teams fully comply with BSI, Softball Europe and WBSC Articles and Regulations.
- k) FPI shall ensure that no Officer, Executives Committee Members, Players or Teams instigates any action (legal or otherwise) on behalf of FPI that has not been recorded and approved by a meeting of the Executive Committee.
- l) The Executive Committee shall establish from time to time Advisory Commissions / Working Groups. Members and Terms of Reference of Advisory Commissions / Working Groups will be made by the Board.

10. Representation

FPI shall be represented at on the Baseball Softball Ireland and/or Softball Ireland Board and by the Director of Fastpitch or her/his designee.

11. Interpretation

In the event of doubt arising at any time on any matter not provided for herein, or as to the meaning or construction of these Bye-Laws, the Board shall determine same.

12. Disciplinary Matters

- 12.1. Any disciplinary Commissions or other Commissions set up by the Executive Committee, shall have power to hear any matters that may be referred to, or reported to, the Executive Committee, and to make such decision or decisions as it thinks fit. The Executive Committee, Player or Team and any member thereof, including without limitation any player or person affected by any such decision, shall be automatically bound thereby as a condition of membership.
- 12.2. Any player or other person affected by a decision of the Executive Committee or its disciplinary or other committees may appeal that decision to a "Committee of Appeal" appointed independently of the Executive Committee, within seven days of the date of the decision of the Executive Committee or its delegated disciplinary committee. The decision of the "Committee of Appeal" thereon shall be final.
- 12.3. The background to and decision of the Disciplinary Commission appointed in accordance with Bye-Law 12.1 will be published on the FPI web page within 14 days of the final decision being reached being notified to all involved parties.

13. Amendments to the Bye-Laws

- 13.1. Amendments to the Bye-Laws may be considered at a General Meeting or an Extraordinary General Meeting specifically called for the purpose of amending the Bye-Laws.
- 13.2. Proposed amendments to the Bye-Laws must be published in writing (either electronically or in hard copy) to all Members of FPI at least six (6) weeks in advance of the date of the General Meeting or Extraordinary General Meeting.
- 13.3. No amendment to the Bye-Laws shall be made unless agreed by a 75% majority of the Representatives present and entitled to vote at the AGM or EGM.
- 13.4. For the purposes of the Bye-Laws, the 75% majority shall equate to 75% of total votes cast inclusive of any abstentions. If a Representative fails to cast a vote this will be considered as an abstention.

14. Transitional Arrangements

- 14.1. Appointment of first Board following Effective Date
 - a) The Director of Fastpitch and the Executive Board as comprised on the day immediately prior to the Effective Date under the formation of FPI shall have full authority under these Bye-Laws.
- 14.2. Term of Appointment pursuant to Transitional Provisions
 - a) All persons elected and/or appointed to roles on the Board immediately prior to the Effective Date under the formation of FPI, including without limitation the Director of



Fastpitch, pursuant to these Bye-Laws shall be appointed for a term to expire or require re-ratification at the General Meeting in 2024 unless they retire, resign, are incapacitated and/or are removed in accordance with these Bye-Laws before such date.

14.3. Transitional status of Voting Membership

- a) Until such time that a minimum of three teams, who have met the criteria and are approved by the Board are registered with FPI, the registered Players of FPI may attend and vote at all General Meeting. During the transitional term, the quorum required in order to proceed with a vote is 50% of fully paid up Players present and entitled to vote at the General Meeting.

14.4. Transitional status of individuals

- a) All persons who held the role(s) (or their equivalent under the Previous Bye-Laws) of Director of Fastpitch or member of the Board which existed immediately prior to the Effective Date under the formation of FPI shall continue to hold such role until such time as they are replaced in accordance with these Bye-Laws or as otherwise determined by the Board.

14.5. Expiration of Transitional Arrangements

- a) The Transitional Arrangements will expire at the completion of the 2024 Annual General Meeting of Fastpitch Ireland.