



PEL FASGED CYF (BASKETBALL WALES) BYE LAWS

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sportwales
chwaraeon cymru



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Basketball Wales is a company limited by guarantee | Registration No: 08273793



Bye laws of the Pelfasged Cyf a Company Limited by Guarantee
(Company Registered No: **08273793**)

These bye laws have been agreed by the directors of the company as part of their regulations to ensure the proper conduct and management of Basketball Wales; they deal with matters of internal regulation and are binding on all persons within the organisation. The bye laws should be read in conjunction with the company's Articles of Association which shall take precedence in all matters where an inconsistency might arise.

Definitions:

"Annual General Meeting" has the same meaning given in Article 1.1 of the company articles;

"Basketball Wales" is the name used for day to day purposes but it relates directly to Pelfasged Cyf the Company;

"Basketball Wales Member" as defined in section 1.2 below;

"Board" means the Board of Directors for the time being of the Company;

"Byelaws" means these byelaws made by the Directors to deal with particular circumstances not covered by the rules and regulations of the Company;

"Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

"Chair" means the chair of the Board appointed in accordance with the Articles;

"Company" means Pelfasged Cyf, Company Registration Number **08273793**;

"Document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"Electronic form" has the meaning given in section 1168 of the Companies Act 2006;





“General Meeting” is a meeting of the Members;

“FIBA” is the international governing body for the sport of Basketball;

“Member” has the meaning given in the Pelfasged Cyf Membership Regulations as amended from time to time, that sets out membership rights including voting rights; every Member with voting rights shall have one vote at meetings of the Company;

“National Governing Body” means an organisation which is generally recognised as the governing body for that particular sport;

“Officers” means any individual holding a named administrative position within Pelfasged Cyf;

“Proxy notice” has the meaning given in [Model Article 31](#);

“Rules” means the rules of the Company in force at any time;

“Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1. Membership of Basketball Wales

- 1.1. The number of Members is unlimited.
- 1.2. Membership of Basketball Wales consists of:
 - 1.2.1. Club Membership, as registered annually on the Basketball Wales Registration Portal Website – www.bwregistrations.com
 - 1.2.2. Individual Membership including the following categories:
 - 1.2.2.1. Senior Players
 - 1.2.2.2. Age Group Players
 - 1.2.2.3. Coaches
 - 1.2.2.4. Officials (Referees and Table Officials)
 - 1.2.2.5. Team Followers





1.2.2.6. Associate Members

1.2.3. The above listed categories in 1.2.2 are defined in the Basketball Wales Membership document available at www.bwregistrations.com

- 1.3. Basketball Wales members shall be required to pay subscriptions fees annually as set by the board of Basketball Wales. These fees will be announced at the company's AGM and are subject to ratification by the Basketball Wales Members.
- 1.4. The Basketball Wales membership year will run from the 1st September until 31st August
- 1.5. To be eligible to participate in any Basketball Wales sanctioned fixture the subscription fee must be paid prior to participating.
- 1.6. New Basketball Wales members may join at any time during the membership year.
- 1.7. Basketball Wales Membership renewal guidance will be provided by Basketball Wales via the company website.
- 1.8. Basketball Wales membership application forms via the Basketball Wales registration portal will be used to collect any Basketball Wales member information required to allow the governing body to adhere to the equity policy adopted by the board

1.9. **Basketball Wales Member regulations and responsibilities**

Basketball Wales will maintain an up to date copy of the membership regulations and code of conduct on its website so that all members and potential members may have direct access at any time. Detailed information on membership and code of conduct can be found in the downloads section of the company website. Any member wishing to receive a paper copy may apply for one by contacting Basketball Wales enclosing a stamped addressed return envelope. The membership regulations and code of conduct are binding on all members in the same way as these bye laws.

2. Financial Matters

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The Finance Director acting under delegated powers from the Directors shall deal with all day to day Basketball Wales financial matters and report to the Directors as agreed in the financial procedures manual.

2.1. **Financial Year**

The financial year of the company shall be April to March.

2.2. **Annual Accounts**

The Directors shall ensure that proper company accounts are prepared and submitted as required to Companies House. A copy of the accounts shall be provided to Members by placing them on the [Basketball Wales](https://www.basketballwales.com) website and by direct [email](mailto:enquiries@basketballwales.com) where appropriate. Any voting Basketball Wales member wishing to receive a paper copy of the annual accounts may apply for one by contacting the Company enclosing a stamped addressed return envelope. Members shall have the opportunity to ask any questions about the content of the company accounts at the Annual General Meeting (AGM); an item on the agenda will be set specifically dealing with the annual accounts.

3. **Not for Profit**

Members of Basketball Wales will not benefit financially from any income generated by the Company or any profit made. All money earned must be retained by the organisation and used for its own expenses, operations and programs in the pursuit of delivery of the organisations vision, aims and goals.

4. **Basketball Wales Voting Members**

4.1. Each Basketball Wales Member shall be entitled to a vote at an Annual General Meeting

4.2. To be eligible to vote :

4.2.1. you must be over the age of 18 at the time of voting

4.2.2. you must be a fully paid up and registered member of Basketball Wales

5. **General Meeting**





- 5.1. The company shall hold an annual general meeting in every calendar year at a time and place determined by the directors
- 5.2. All General Meetings other than the AGM shall be called Extraordinary General Meetings
- 5.3. The board may convene an EGM when it thinks fit and EGM's shall also be convened within forty two days of receipt of a written requisition signed by not less than twenty five voting Basketball Wales Members. Such requisition shall state the object and any resolution or motion to be proposed at the meeting
- 5.4. At least 21 days' notice shall be given, in writing, of every general meeting, specifying the place, day and time, together with the agenda and, as appropriate the nature of any special business
- 5.5. Any Basketball Wales member entitled to vote at the AGM may appoint a Proxy in their absence.
- 5.6. Proxy Voting forms will be placed on the company website prior to any General Meeting, they will include detailed information and procedures relating to delivery and voting.
- 5.7. A Basketball Wales Member attending an AGM (other than the chairman of the meeting) is only entitled to carry one (1) proxy vote

6. Proceedings at General Meetings

- 6.1. At all General Meetings, only business notified in the Agenda shall be transacted. Amendments must be kept within the terms of the motion
- 6.2. The Chair shall preside at all General Meetings. If the chair is not present within fifteen minutes of the time appointed for the start, the Vice Chair shall preside or failing that, members present shall choose a chairman
- 6.3. No business shall be conducted at a General Meeting unless a quorum of 8 voting eligible members is present.
- 6.4. If, within thirty minutes of the time appointed for an EGM, a quorum is not present, the meeting shall be dissolved if convened on the

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requisition of voting Members, or adjourned in any other case until a time or place fixed by the chairman of the meeting

- 6.5. The chairman of the meeting may, with the consent of any such meeting with a quorum present, adjourn the meeting until another time, but no business shall be transacted other than that from the meeting from which the adjournment took place

7. Nomination and Election Processes for Directors

Basketball Wales shall devise and make available the Company's approved application form. The application forms and associated processes for nomination and election shall be made available on the company website. Voting Members will be advised accordingly and the forms and specific instructions will be placed in a prominent position on the Basketball Wales website.

Applications must be received no less than 6 weeks before the general meeting date.

Voting Members will be advised of all nominations received at least 14 days prior to the general meeting in which the elections are set to take place.

Wherever possible elections should be held by a secret ballot and the following process observed:

- 7.1. The election of Directors will follow a rolling term process for deciding the number of director positions to be elected in any one year.
- 7.2. If an elected Director resigns their Director position in either the first, second, third or fourth year of their tenure, to retain the election rolling term process, the term of the newly appointed Director shall be for the remaining term of the original appointment.
- 7.3. If there is more than one nominee for any position an election shall take place which shall be decided by simple majority of votes cast;
- 7.3.1. If the highest number of votes cast for two nominees is equal and there are more than two nominees, a second vote shall take place
- 7.3.2.





between those two nominees and the decision shall be made by simple majority;

8. Director Recruitment Process

- 8.1. A skills analysis of the board will be undertaken by the board as soon as possible after each AGM. This will identify any skills gaps and enable the board to decide upon the competency base requirements to be advertised for the appointment of the additional directors.

9. Representation – Playing for Wales

An athlete shall be eligible to represent Wales if they satisfy one of the following conditions:

- (a) Born in Wales
- (b) One or both parents born in Wales
- (c) Grandparent/s born in Wales
- (d) Have resided in Wales for 3 years immediately prior to selection

Proof is required of a player's eligibility to represent Wales and it is the responsibility of the player to provide such proof prior to or during national trial weekends.

Any appeal made by an athlete with regards to Basketball Wales eligibility rules shall be considered by the Board whose decision shall be final.

Any appeal made by an athlete with regard to a non Basketball Wales determined eligibility will be considered in line with the regulations set by the determining body, e.g. FIBA, Commonwealth Games Council for Wales, Commonwealth Federation





10. Equality and Discrimination

Basketball Wales is fully committed to the principles of the equality of opportunity and is responsible for ensuring that no volunteer, child, young person, competitor or official receives less favourable treatment on the grounds of age, gender, colour, disability, ethnicity, race, parental or marital status, nationality, religious belief, political persuasion, social background or sexual preference. The full equality policy is available from the Basketball Wales on the company website, or hard copy by request.

11. Anti-doping

Basketball Wales accepts as its own rules, the UK Anti-Doping Rules as amended from time to time, which support the requirements of the World Anti-Doping Code within the UK. [N.B. At certain times the anti-doping rules in operation may change depending on the specific competition regulations.]

12. Conflicts of Interest, Hospitality and Gifts

Basketball Wales is committed to maintaining the highest standards of corporate governance and conducts its business in an open and transparent manner setting policies for Conflict of Interest and Hospitality and Gifts which shall be regularly reviewed by the Directors and made available to members on request if not placed on the website.

13. Codes of Conduct

Basketball Wales is responsible for setting and maintaining the standards of behaviour within the sport and for ensuring that codes of conduct are in place. There are clear expectations in terms of standards of behaviour that apply throughout the organisation. All members, athletes, coaches and volunteers are responsible for being aware of and abiding by the Basketball Wales rules, regulations and codes.





14. Complaints and Disciplinary Matters

Basketball Wales maintains a full complement of complaints and disciplinary regulations which clearly show the processes to be followed relating to any type of complaint. This power and jurisdiction shall be in respect of and in relation to:

- Basketball Wales Directors, Officers and employees
- Clubs affiliated to Basketball Wales
 - individual members and Officers
- Schools and Universities affiliated to Basketball Wales
 - individual students, teachers and Officers
- Committees and committee members acting on behalf of Basketball Wales
- Coaches and Officials
- Volunteers acting on behalf of the Basketball Wales

Any matter relating to an employee shall be dealt with using the respective Human Resources (HR) policies in place at the time.

For the avoidance of doubt, all matters relating to safeguarding young people shall be managed through safeguarding related policies and processes which may be different from the disciplinary and complaints policies in force at any time.

15. Safeguarding

Basketball Wales is committed to creating and maintaining a safe and positive environment for all young people and vulnerable adults involved in our organisation and accepts its responsibility to help safeguard their welfare and protect them from poor practice, abuse and bullying. All reasonable steps are taken to ensure that all individuals who come into contact with young people and vulnerable adults in Basketball Wales, whether in a paid or unpaid capacity, are suitable and appropriate. Full details of policies, guidelines, forms, requirements and contact details for all safeguarding matters are available on the website.





16. Links with Other Organisations

Basketball Wales may work with any organisation in the pursuit of delivery of the organisations vision, aims and goals, these organisations may include but shall not be limited to:-

FIBA – Governing body of World Basketball

British Basketball Federation – FIBA Member consisting of Basketball England, Basketball Scotland and Basketball Wales.

Sport Wales – Basketball Wales works closely with Sport Wales who are the appointed government agency responsible for the development of sport in Wales and distribution of Welsh Government funding. Sport Wales is a significant partner with Basketball Wales and operates to deliver relevant government policy and agenda.

Welsh Sports Association – acts an independent body to support and represent the National Governing Bodies (NGBs) of sport and physical recreation in Wales.

Commonwealth Games Council for Wales - is the national body entrusted to select and send a team of world class athletes to compete for Wales at the Commonwealth Games and Commonwealth Youth Games.

17. Amendments to the Bye Laws

The Directors are required to review the bye laws at least every two years or sooner when necessary to ensure the proper conduct and management of the Company. The Directors shall adopt such means as they deem sufficient to bring to the notice of members any changes to the bye laws. In addition, the Company in General Meeting shall have power to alter or repeal the bye laws and to make additions thereto provided, nevertheless, that no bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles of the Company.





18. Dissolution

The Company may only be wound up by Special Resolution of the Members at a General Meeting.

19. Matters Not Covered

In the event of any question or matter arising which is not provided for in these bye laws, or relating to interpretation or any conflict or error herein such question or matter shall be dealt with by the Directors. If a situation should arise whereby a question or dispute cannot be resolved using any of the means available to the Directors they may refer the matter to Sport Resolutions UK (or any subsequent successor).

Agreed by the Board of Directors	<i>Insert date 26/06/17</i>
Date due for review	<i>Insert date</i>

