

Company Rules

1. NAME AND STATUS

- 1.1 The operating name of the organisation shall be **ROUNDERS ENGLAND**, registered as a limited company with the name of "ROUNDERS ENGLAND LTD". The provisions of the current Companies Act will override any other rules.
- 1.2 All members of Rounders England shall be bound by the Rounders England Articles of Association, Company Rules, the Rules of the Game, the Code of Conduct, the Equality and Safeguarding Policies and all current policies.

2 THE BOARD OF ROUNDERS ENGLAND

- 2.1 **The Board** consists of not fewer than 7 (seven) nor more than 10 (ten) members, the precise number to be determined from time to time by the serving Directors.

All are registered Company Directors at Companies House

The members of the Board are:

- 4 Elected Directors
- 5 Independent Directors
- CEO

The roles of Chair and Treasurer must be filled by Independent Directors.

Elected Directors term of office is 4 years.

Independent Directors are appointed by the Board following an open recruitment process to fill any skills gaps, for a term of office of 2 years, with the exception of Chair and Treasurer whose term of office is 4 years.

- 2.2 Members (excluding the Chief Executive Officer) may serve two consecutive terms of office but must remain off the Board for at least one year before participating as a Director again.

3 BOARD MEETINGS

- 3.1 Meetings of the Board shall be convened on at least 3 occasions each year. A quorum at Board meetings shall be 4.

4. SUB COMMITTEES

- 4.1 Sub Committees shall consist of members co-opted/appointed to sub-committees by the Board and the relevant employees, reviewed annually by the Board. All members of sub committees will be entitled to vote at sub committee meetings.
- 4.2 Meetings of the Sub Committees shall be convened on at least 2 occasions each year

5 **ELECTIONS**

- 5.1 Any member (except Fan members) shall be eligible to stand for election to the Board except for employees with the exception of the Chief Executive Officer. Nominees must be proposed and seconded by a voting member.

6. **MEMBERSHIP**

Membership of Rounders England is open to:

- 6.1 Any person, upon payment of the appropriate fee. (Categories of membership, which may vary from time to time, are determined by the Board and published annually).
- 6.2 Life Members and Vice Presidents, the titles of which may be conferred at the Annual General Meeting on any person who has performed an outstanding service to Rounders without the requirement to pay an annual fee.
- 6.3 See 8.2 for voting members

7. **MEMBERSHIP FEES**

- 7.1 The membership strategy will be determined by the Board.
- 7
- 7.3 Fees for all membership categories shall apply when due.

8 **ANNUAL GENERAL MEETING**

- 8.1 The Annual General Meeting may be held as and when determined by the Board
- 8.2 Voting members shall be: -
- i) All categories of individual members of Rounders England. ii) Each Education member group who shall be entitled to a single vote.
- 8.3 No person shall be entitled to more than one vote.

9. **FINANCE**

- 9.1 The financial year shall end on 31st March and the accounts of Rounders England shall be audited annually. The auditors, being appointed annually, shall not be members of Rounders England.
- 9.2 The funds of Rounders England shall be lodged at a bank or other financial institution and all cheques or drafts etc drawn on the bank account shall be authorised by any two from three: Corporate Business Head, Chairman and Chief Executive Officer.
- 9.3 Financial strategy shall be determined by the Board.

10 **RULES OF THE GAME**

- 10.1 The rules relating to the Game of Rounders shall be those of Rounders England currently in force.
- 10.2 The rules of the Game shall be reviewed and changed as necessary on a triennial basis at an Extraordinary General Meeting convened for the purpose. If

decreed by a majority of the Board, rules may be reviewed mid-term, for which an Extraordinary General Meeting must be convened.

- 10.3 Proposed rule changes must be properly formulated with reference to the existing rule, how it might be changed and how it might impact on other rules. Changes must be proposed and seconded by voting members. The Chief Executive Officer must have received these by 30th April.
- 10.4 A Rules Review will be held on the 3rd Saturday in June triennially.
- 10.5 The Board can change the rules at any time if the change relates to a health and safety issue.

11. **DOPING**

Rounders England undertakes to observe UK Anti Doping (UKAD) policy relating to doping.

12 **CONFLICT OF INTEREST**

The Board & Employees of Rounders England and their immediate families shall only be allowed to conduct business with Rounders England subject to the following procedures:

- 12.1 A register of interests will be completed annually by all Employees and Board members, covering their own and family interests. The completed register will be circulated to Employees and Board members.
- 12.2 Committee Standing Orders will include directives on the conduct of Employees and Board members at meetings where the member has an interest in an item for discussion and/or decision.
- 12.3 Board members and Employees will not be allowed to represent their personal and/or commercial interests in discussion with Rounders England unless invited to do so and shall not be allowed to vote on that subject. When voting takes place they will not be present.
- 12.4 Where contracts are let on a regular basis, there may be a requirement for a commercial panel to undertake routine negotiations on behalf of the Board. This panel will exclude members who may have a conflict of interest.
- 12.5 Company Directors will be subject to Article 16 of the Articles of Association

Updated and Approved by the Board, September 2018